

*Montana Association of
Conservation Districts*



By-Laws

&

Articles of Association

2012

Article I

Association

The name of this organization is the Montana Association of Conservation Districts. It is an independent, non-profit, non-partisan organization.

Article II

Object

The Association is organized to plan, promote, and consummate a comprehensive system of soil and water conservation for the state of Montana through conservation districts. To that end it will cooperate with other agencies and organizations working for the same objectives on an area, statewide, regional, or national basis.

It will exchange information relating to the administration and operation of conservation districts and otherwise promote their welfare and that of the people therein, promote the interests and activities of civic, educational, and other organizations involved in soil and water conservation, and otherwise aid in the prevention and control of soil and water erosion and the efficient use and conservation of soil and water resources.

Article III

Membership

Each supervisor, either appointed or elected, of a conservation district created under the provisions of Montana conservation district law, is a member of the Association. When a member ceases to be a supervisor of a conservation district, his/her membership will expire, except if he/she is a director or officer of the Association, he/she will continue as a member until his/her term of office expires.

The Association welcomes individuals and business organizations as non-voting members. Dues for such affiliate memberships will be twenty dollars per year for individuals and one hundred dollars per year for business organizations, corporations and government bureaus and agencies. Dues paid for the year after July 1st will be established at one-half the regular amount for the first year. An individual life membership will be established for one hundred dollars. All amounts above established rates will be accepted as donations.

Article IV

Meetings

Regular Association meetings will be held once a year at a time and place to be selected by the districts at the annual meeting. In selecting the time and place of meeting, each district will be entitled to one vote. Each member will be given at least ten days advance notice of the time and place of the meeting by the secretary.

A regular Association meeting must have time designated for conducting the business of the Association. At any such business meeting, a resolution proposed to modify Association policy must previously have received consideration at an Association area meeting or standing committee meeting.

Special meetings may be called by the executive committee or a majority of the directors. Notice of such special meeting will state the time, place and purpose of the meeting, and will be mailed by the secretary to each member of the Association at least ten days prior to the meeting. No business will be transacted at any special meeting except as stated in the notice thereof, unless a majority of the members of the Association are present and a motion is made to consider business other than that stated in the notice and approved by two-thirds of the members present. Meetings called by the executive committee or a majority of the directors will be held on weekdays only.

Representation by one or more supervisors from a majority of the conservation districts in the state which have paid their dues to the Association for the current year, or have been excused from dues payment by the executive committee, will constitute a quorum for the transaction of business at any regular or special meeting. The concurrence of a majority of supervisors present from districts which are current in payment of dues will be necessary for the determination of all questions at issue except the location of annual meetings, which each district will have one vote as previously provided for herein, and amendments to these Articles of Association for which a vote of two-thirds of the qualified supervisors present will be required, as set out in Article X.

Article V

Officers

Officers of the Association will consist of a president, vice president, treasurer, and secretary elected by the board of directors. The officers shall serve for two-year terms. Both the president and the vice president must be directors, but the treasurer/secretary may or may not be, and need not be a member of the Association. Neither the president nor vice president will hold office for more than four years in succession, and a period of two years from the end of their term of office must elapse before they will again become eligible for election to the same office. Officers may be appointed by the board of directors at any regular or special meeting whenever a vacancy occurs.

Article VI

Board of Directors

A board of eighteen directors, made up of three directors from each of the six district areas, will constitute the governing body. Each CD may have only one director on the Board. Annually, in each of the district areas, one director will be elected to a two year term. Each area will also annually elect a third director for a one-year term; individuals may not hold this “third director” office for more than three years in succession. However, they are eligible to run for a two-year position at any time.

The district areas will be as follows: Area 1—Daniels, Garfield, McCone, Petroleum, Roosevelt, Sheridan, and Valley conservation districts; Area 2—Carter, Dawson, Little Beaver, Custer, Powder River, Prairie, Richland, and Wibaux conservation districts; Area 3—Big Sandy, Blaine, Cascade, Chouteau, Fergus, Glacier, Hill, Judith Basin, Liberty, Phillips, Pondera, Teton, and Toole conservation districts; Area 4—Big Horn, Carbon, Lower Musselshell, Rosebud, Stillwater, Sweet Grass, Treasure, Upper Musselshell, and Yellowstone conservation districts; Area 5—Bitterroot, Deer Lodge Valley, Eastern Sanders, Flathead, Granite, Green Mountain, Lake, Lincoln, Mineral, Missoula, and North Powell conservation districts; and Area 6—Beaverhead, Broadwater, Gallatin, Jefferson Valley, Lewis and Clark, Madison, Meagher, Mile High, Park, Ruby and Valley conservation districts.

The directors will be elected at Association area meetings, the time and place of which will be announced by the president. Each district will have one vote for election of their area director. The directors will take office at the beginning of the regular annual meeting and will hold office for two years, or until their successors have been elected and will have qualified. Vacancies on the board will be filled by appointment of the president, with the concurrence of the majority of the executive committee.

The executive committee will conduct the affairs of the Association between meetings of the board of directors and/or members of the Association, and will consist of seven members: president, vice president, immediate past president, chair of the finance committee, and three to be appointed by the president from the board of directors. Executive committee members will be ex-officio members of all standing committees. The executive committee may hire an executive officer for the Association, his/her duties to be set by the executive committee. The executive committee will approve all out of state travel for directors, officers, committee chairs, and employees.

It will be the duty of the board of directors to effectuate all policies and programs. The board of directors will suggest the adoption of such articles and by-laws as it deems necessary or desirable for the government of the Association. Such suggested changes and additions to the Articles of Association and by-laws will be presented at the annual meeting of the Association for adoption by a two-thirds vote of the members present. The board of directors will elect a national association board member for a two year term. The board member may be re-elected by the directors, provided he/she is a supervisor.

The powers, business and property of the Association shall be exercised , conducted and controlled by the board of directors. Without prejudice to the general powers and other powers conferred by these By-Laws, the Board of Directors shall have the following powers, namely:

- A. From time to time to make and change rules and regulations not inconsistent with law or these By-Laws for management of the Association’s business affairs;
- B. To lease, purchase or otherwise acquire in any lawful manner, including but not limited to the borrowing of money, for and in the name of the Association, any and

all real estate and other property, rights, or privileges, whatsoever deemed necessary or convenient for the prosecution of its business, and which the Association is authorized to acquire, at such price or consideration and generally on such terms and conditions they think fit, and at their discretion to pay therefor either wholly or partly in money, stock, bonds, debentures, or other securities of the Association;

- C. To sell or dispose of any real or personal estate, property, rights, or privileges belonging to the Association whenever in their opinion its interest would be thereby promoted.

Article VII

Duties of Officers

President—The president will be the executive head of the Association, and will preside at all meetings of the executive committee and the board of directors. The president will appoint the chairs of all committees, and is automatically an ex-officio member of such committees. The president shall execute bonds, mortgages, loans and other contracts and legal instruments, which have first been approved by the Board of Directors. When an instrument requires a signature of the president it shall be attested by the signature of the secretary.

Vice President—The vice president will perform the duties of the president in his/her absence or when he/she is unable to serve.

Treasurer—The treasurer will receive and disperse such moneys as may be directed by the president and board of directors. All checks and investments will be signed by the treasurer or by any officer or employee as designated by the treasurer.

Secretary—The secretary will keep minutes for the Association and the board of directors, and furnish to the membership information pertaining to the activities of the Association. The proceedings of annual, special, and board meetings will be submitted by the secretary and signed by the president. The secretary will attest to the signature of the president whenever an instrument requires the signature of the president. Unless otherwise provided for, the treasurer will serve as the secretary.

Article VIII

Dues

The board of directors of the Association will have the authority to assess dues from each district as they deem necessary.

Article IX

Standing Committees

There will be four standing committees whose membership will be appointed by the districts. They are as follows:

- District Operations
- Education

Water Resources
Soil Resource and Land Use

The appointment of committee membership will be as follows:

Each district will appoint at least one of its supervisors to each standing committee. From this membership, the president will select a chair who will be responsible for the on-going business of the committee. No supervisor may serve on two standing committees. All supervisors are requested to serve on a committee and attend all committee meetings. Following the annual convention, the president will request standing committee appointments from each district, which are to be made by January 1, when terms of office of two years will begin.

The purpose of the standing committees will be to consider resolutions for Association policy changes and to make other policy recommendations to the board of directors or to the body of the Association as necessary.

In addition to the standing committees, two special committees will serve as necessary:

Finance Committee—The finance committee will consist of six members appointed by the president, whose charge will be to handle financial matters of the Association and its office. Unless otherwise provided for, the executive committee will serve as the finance committee, and the treasurer will serve as the finance committee chair.

Legislative Committee—The legislative committee will consist of a chair and an action committee of six members appointed by the president, plus coordination members appointed by each district board. The action committee's duties are to conduct the legislative affairs of the Association. The coordination members will act as contact persons to districts and legislators. Unless otherwise provided for, the executive committee will serve as the legislative action committee.

Supervisors may hold both a standing and special committee appointment simultaneously, but are limited to only one of each. Association officers and directors will be eligible to serve on standing and special committees in any capacity. A duly qualified quorum for these committees will be no less than one-fourth of the membership of that committee.

The president will have the authority to appoint and disband ad hoc committees made up of Association members or those outside the membership to address special issues as necessary. These committees will make recommendations to the board of directors.

Article X

By-laws and Amendments

By-laws may be adopted, and these Articles of Association may be amended, by a two-thirds majority vote of all members present at the annual or a special meeting of the Association.