

# National Association of Conservation Districts



## Bylaws

Effective: February 14, 2023

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## **ARTICLE 1. NAME AND OFFICES**

### **1.10 NAME**

This Association shall be known as the National Association of Conservation Districts. The official abbreviation of its name shall be NACD.

### **1.20 INCORPORATION**

This Association came into existence as an unincorporated association at a meeting of its founders in the City of Chicago on July 25, 1946. It was incorporated as a nonprofit corporation under the laws of Wisconsin on November 6, 1953.

## **ARTICLE 2. DEFINITIONS**

### **2.10 CONSERVATION DISTRICT**

The term Conservation District shall refer to those entities of state, tribal and U.S. affiliated island governments such as territories, commonwealths, and freely associated states in the Caribbean and Pacific Rim established in response to the standard soil conservation districts act originally distributed in 1937. This may also include other entities, such as the District of Columbia, which, in the opinion of the Board of Directors of NACD, have directly evolved from the standard soil conservation district act. These entities may be, known variously as Soil Conservation Districts, Soil and Water Conservation Districts, Conservation Districts, Natural Resources Conservation Districts, Natural Resource Districts, Resource Conservation Districts, or some other name.

### **2.20 STATE ASSOCIATION**

The term State Associations of the National Association of Conservation Districts shall refer to the state, territory and other members as listed: Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin, Wyoming, District of Columbia, Guam, Commonwealth of the Northern Mariana Islands, Republic of Palau, Federated States of Micronesia, American Samoa, Puerto Rico and Virgin Islands. Only one association from each of these several states shall be recognized by the National Association of Conservation Districts. In the event of a disputed state association, the Board of Directors minus the state in questions' representatives shall decide which association is accepted into the National Association of Conservation Districts by a majority vote cast by its remaining membership.

### **2.30 DISTRICT OFFICIAL**

The term District Official shall refer to governing officials of Conservation Districts as defined above, whether they are known as supervisors, directors, commissioners, or some other name.

### **2.40 STATE COMMISSION**

The term State Commission shall refer to the agencies of state, tribal and U.S. affiliated island governments such as territories, commonwealths, and freely associated states in the Caribbean and Pacific Basin, created to administer the laws under which Conservation Districts are created.

### **2.50 ASSOCIATION OR NACD**

The term Association or NACD shall mean the National Association of Conservation Districts.

2.60 STANDING COMMITTEE

The term Standing Committee will describe the standing, core or central committees which are the “backbone” or foundation of this organization and are necessary to further the mission, goals, and work of the Association.

### ARTICLE 3. PURPOSE

3.10 The purpose of the National Association of Conservation Districts is to assist the local conservation districts and their corresponding state associations in their respective roles. It is the authoritative voice for Those entities at the national and international level. It does this by facilitating the conservation and orderly development of America’s land and water resources through means of local self-government.

### ARTICLE 4. ASSOCIATION MEMBERSHIP AND DUES

4.10 INSTITUTIONAL MEMBERS

State Associations shall elect or determine the method of selection of a representative and an alternate representative from their District membership to serve on the Board of Directors of this Association. The Board Member or alternate shall represent the individual Districts of that member’s State Association at regional and national meetings of this Association. Every Conservation District and State Association therefore shall be deemed to be a voting member of this Association.

4.20 DUES FOR INSTITUTIONAL MEMBERS

Annual membership dues for the support of this Association shall be developed by the Executive Board, approved by the Board of Directors, and assigned to each District and to each State Association prior to the beginning of each fiscal year. The responsibility for the collection of membership dues within a state may be assigned to the State Association upon request and otherwise shall rest with the Officers and Directors of NACD.

4.30 ASSOCIATE MEMBERS

The associate members shall be those persons, firms, associations, or corporations that shall apply for such membership and make the required financial contribution to the Association. The categories of associate membership and the required financial contribution for each category shall be determined by the Executive Board and ratified by the Board of Directors. The associate members shall be eligible to attend the meetings of the Association and to receive its publications but are not eligible to vote.

4.40 The Board of Directors of the Association shall consist of one voting representative from each State Association of Conservation Districts; five nonvoting officers; one nonvoting representative from each NACD geographic region; and the Immediate Past President who also serves as a nonvoting member. Each State Association shall determine the method of selection of its representative on the Board of Directors, but during any period in which any State Association shall have failed to designate its representative to serve on the Board of Directors, the President of the State Association shall serve as its representative on the Board of Directors. The term of office for a member of the Board of Directors is two years and each State Association shall determine the number of consecutive terms that its representative may serve.

4.50 Each State Association shall designate an alternate representative to the Board of Directors. Such alternate members may attend meetings of the Board of Directors and participate as members of Board of Directors standing committees. Alternate members shall not vote on questions before the Board of Directors, standing committees or resolutions assigned to the hearings, except that alternate members may vote as substitutes for the members of the Board of Directors from their respective states in the absence of such members.

4.60 The Board of Directors may, during a duly called meeting, hold executive sessions to be attended only by voting members of the Board of Directors, Executive Board Members, the Officers of the Association, and those invited by the Board of Directors.

#### 4.70 BOARD OF DIRECTORS POWERS AND DUTIES

The Board of Directors shall be the policy-making body for the Association.

1. It shall receive reports from the Officers, Executive Board and the Committees of the Association, the reports to be submitted in such form and at such times as the Board of Directors shall direct.
2. It shall consider, at its meeting during the Annual Meeting, proposed resolutions submitted to it by the Resolutions Committee and by the Standing Committees and shall take such actions thereon as it deems appropriate. Resolutions adopted by the Board of Directors establish the policy of the Association.
3. It shall consider at its meeting during the Annual Meeting proposed amendments to the Association's Bylaws, submitted in accordance with the provisions of Article 14, and shall take such actions thereon as it deems appropriate.
4. It shall elect the Officers of the Association, in accordance with Article 6.20.
5. It shall approve or disapprove the Association's annual budget which has been developed and approved by the Executive Board.
6. It shall approve or disapprove the annual membership dues proposed by the Executive Board and be responsible for membership dues collections.
7. It shall work to strengthen and unify NACD, recognize the diversity of its geographic regions and support and maintain effective liaisons with state associations and districts in the respective regions.
8. It shall, when requested to do so by individual State Associations, give guidance and assistance to the State Associations in developing and effectuating plans and programs for improving the effectiveness of District operations in the state and the work of the State Association.

#### 4.80 BOARD OF DIRECTORS RESOLUTION HEARINGS

The NACD Resolutions Committee will determine the number of policy resolution hearings needed each year. The NACD Resolutions Committee will recommend NACD Board Member assignments to the NACD President. All NACD Board Members in attendance will be assigned to a policy resolution hearing. Representation from each Region will be evenly balanced, to the extent possible, in the hearings. The chair of each hearing will be an NACD Executive Board Member, as assigned by the NACD President. The Board of Directors policy resolution hearings will meet prior to action of the full Board of Directors for the purpose of hearing testimony and acting on resolutions assigned to them.

#### 4.90 BOARD OF DIRECTORS COMPENSATION

The members of the Board of Directors except for the Chief Executive Officer shall serve without compensation from the National Association. NACD's elected Officers are eligible to receive a per diem payment for services rendered to the Association. Such payments shall be made in accordance with policy developed by the NACD Executive Board and approved by the Board of Directors

### **ARTICLE 5            ELIGIBILITY TO SERVE AS ASSOCIATION DIRECTOR, EXECUTIVE BOARD MEMBER OR OFFICER AND PROVISIONS FOR REMOVAL FROM OFFICE.**

- 5.10 All candidates who desire to be an officer, Executive Board Member or Director of the Association shall be an official of a conservation district that is a member district of this Association, except that this requirement shall not apply to the office of Chief Executive Officer. Any person holding a full-time salaried position in a Conservation District, State Association, State Commission or in any local, state, federal or tribal government agency or agencies of U.S. affiliated island governments directly assisting a Conservation District, shall not be eligible to serve as an Officer, Director, or Executive Board Member of NACD. In the event a State Association chooses to submit a representative to the Board of Directors that is a full-time salaried employee and a member of the state association, the above clause may be waived for their term by a majority vote by the

remaining Board of Directors.

#### 5.20 REMOVAL FROM OFFICE

Any member of the Board of Directors including the President, President-elect, a Vice President or Secretary-Treasurer, or any Regional Executive Board Member may be removed from office by an affirmative vote of two-thirds of the members of the Board of Directors at a regular or called meeting of the Board of Directors for such purpose following the procedures established in Sections 5.201 through 5.205 of these Bylaws.

- 5.201 The removal of such a Board Member shall be initiated by a written petition signed by at least fourteen members of the Board of Directors, which shall state the name of the Board Member whose removal is sought and the cause for removal, be it disability or dereliction of duty. The petition for removal shall be submitted to the Chief Executive Officer at NACD headquarters. Upon receipt of the petition, the Chief Executive Officer shall immediately notify the President who shall cause the Board Members, the Board Member whose removal is sought and the state the individual member represents to be notified.
- 5.202 The petition for removal will be considered by the Board of Directors at its next regularly scheduled meeting, provided that the Board Member whose removal is sought has been given no less than 30 days' notice of the meeting. A special Board of Directors Meeting to consider the petition for removal may be called by the President, or by the written request of a majority of the Directors, provided that the Board Member whose removal is sought has been given no less than 30 days' notice of the meeting.
- 5.203 The Board Member in question shall be given the opportunity to be present with counsel and to be heard at the Board of Directors meeting at which that person's removal petition is considered. The degree and extent which the counsel for the member whose removal is sought may participate in any and all removal proceedings shall be determined by the Board of Directors.
- 5.204 That portion of a Board of Directors meeting devoted to considering the removal of a Board Member shall be closed to all except the Officers and Directors of NACD, counsel of the party in question and appropriate legal counsel of NACD.
- 5.205 Any vacancy resulting from the removal of a Board Member as herein provided shall be filled by the affected state's alternate at the same meeting and shall serve for the remainder of the term of such office or until the state selects a new Board Member.

## ARTICLE 6. OFFICERS

#### 6.10 OFFICERS

The Officers of the Association shall be a President, a First Vice President/President-elect, a Second Vice President, a Secretary-Treasurer, and a Chief Executive Officer.

#### 6.20 OFFICER ELECTION

The officers of the Association, except for the Chief Executive Officer, shall be nominated by a committee appointed by the President. The nominating committee shall be composed of the immediate Past President, who shall serve as chair, plus one representative from each NACD geographic regions identified in 11.101 - 11.107. The officers except the Chief Executive Officer are elected by the Board of Directors.

- 6.201 Election Procedures - Meetings of the Board of Directors for the purpose of electing Officers shall be organized under the following procedures:
- 6.202 It shall be an open meeting with attendance of at least one half of all voting Board Members with at least one representative from each NACD geographic region in attendance.
- 6.203 All votes shall be by ballot. The number of votes necessary for election shall consist of a majority of the Directors of the Board present and voting.

- 6.204 Eligible candidates include all persons nominated by the nominating committee along with nominees from the floor.
- 6.205 If a majority is not achieved on the first ballot, only the two candidates who receive the highest number of votes will be voted upon in subsequent ballot.
- 6.206 The election shall be held during the Annual Meeting at which a term of office expires, except that the First Vice President shall be elected during the Annual Meeting at which the President-elect becomes President.
- 6.207 All other procedures shall be in accordance with the current edition Roberts Rules of Order Newly Revised.

6.30 TERMS OF OFFICE

6.301 President shall serve a term of two years or until their successors are appointed/elected, and the person so elected shall not be elected to a successive term in that office.

6.302 The Vice Presidents shall serve terms of two years or until their successors are elected/appointed.

6.303 At the end of the first year of the President’s term, the Board of Directors., shall by majority ballot, decided to either retain the First Vice President as President-elect or to reject the First Vice President as President-elect.

6.3031 In the event the Board of Directors decides to retain the First Vice President as President-elect, then the person so selected shall serve one year concurrently or until their successors are elected/appointed as First Vice President and as President-elect and shall, at the end of such year, become President of the Association for a two year term.

6.3032 In the event the Board of Directors decides to reject the First Vice President as President-elect, then they shall, following the procedures described in Article 6.201, elect a person to serve as President-elect for one year, and the person so elected shall, at the end of that year, become President of the Association for a two-year term.

6.304 The Secretary-Treasurer shall be elected by the Board of Directors for a term of two years, or until their successors are elected/appointed, and the person so elected may be successively elected to such office once

6.305 The Chief Executive Officer shall be appointed by and serve at the pleasure of the Executive Board.

6.306 Newly elected Officers shall take office at the conclusion of the Annual Meeting where elected.

6.40 VACANCIES

In case of the President’s death, removal or resignation, the President-elect shall become President. In the case where there is no President-elect, the First Vice President shall become acting President until the position is filled by the Board of Directors.

6.401 In the case of death, resignation, or inability of any officer to serve, the successor may be chosen for the balance of the current year by the Board of Directors or until the next election, except in the case of the President, the successor shall be the President-Elect.

6.50 UNEXPIRED TERMS

6.501 The filling of an unexpired term because of a vacancy in any office described in this Article 6 shall not be considered for the purpose of determining such person’s eligibility for reelection to such office, as a term of office.

6.60 ELECTED OFFICERS’ DUTIES

6.601 THE PRESIDENT

The President shall preside at meetings of the Executive Board and the Board of Directors. The President shall be the principal elected officer of the Association responsible for seeing that the policies of the Association are carried out in accordance with the applicable procedures and requirements. The President is authorized to delegate to one or more Officers, from time to time, the performance of any of the President's functions or responsibilities, to supervise the performance of such delegated duties and to revoke any such delegation at any time. The President shall perform such further duties as shall be assigned to the President, from time to time, by the Executive Board or the Board of Directors. The President shall keep the President-elect fully advised of the Association's affairs and shall involve the President-elect in official functions of the presidency.

#### 6.602 THE PRESIDENT-ELECT

The purpose of creating the office of President-elect is to provide for an expedient continuation of the Association's affairs upon the completion of the President's term of office. All Officers, Executive Board members, Board of Directors and employees of this Association shall apprise the President-elect of their official acts in respect of the Association. The President-elect shall also have the powers, privileges, and duties of Vice President.

#### 6.603 THE VICE PRESIDENTS

The Association's First and Second Vice Presidents shall exercise the powers and perform the functions that are from time to time assigned by the President. If by reason of illness or other disability or absence, the President is unable to carry out the responsibilities of the office, the First Vice President shall assume the powers and exercise the duties of the President. The Vice Presidents shall perform such other functions as the Executive Board may direct.

#### 6.604 THE SECRETARY-TREASURER

The Secretary-Treasurer shall have dual duties and responsibilities:

##### 6.6041 As Treasurer, shall:

- a. oversee the collecting of all membership dues, contributions, and other funds ensure that proper accounting procedures are maintained for the handling of the Association's funds.
- b. work collaboratively with the Executive Board preparing an annual budget, such other budgets as are required and report the financial condition of the Association at all meetings of the Board of Directors and at such other times when called upon by the President.
- c. ensure that an annual financial report is prepared at the end of each fiscal year which shall reflect the audit prepared by a certified public accountant.

6.6042 As Secretary, shall act as such when the laws of the United States or of any state require the action of a corporate secretary.

#### 6.70 THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall be the Chief Executive of the Association responsible for managing the day- to-day affairs of the Association and ensuring that the policies, directives, and programs authorized by the Board of Directors and Executive Board are carried out. The Chief Executive Officer shall perform such duties as the Board of Directors or Executive Board may from time-to-time require. The Chief Executive Officer shall have such authority as the Board of Directors or Executive Board may from time-to-time vest in the officer.

#### 6.80 PRESIDENT, PRESIDENT-ELECT, VICE PRESIDENTS, AND SECRETARY-TREASURER AS COMMITTEE MEMBERS

6.801 The President, President-elect, First Vice President, Second Vice President, and the



Secretary- Treasurer shall be voting members ex-officio of all committees of this Association.

6.802 The Officers of the Association shall assist all official bodies and all Standing Committees in the performance of their responsibilities.

#### 6.90 OFFICER COMPENSATION

The elected Officers of the Association (President, President-elect, First Vice President, Second Vice President, and Secretary-Treasurer) are eligible to receive a per diem payment for services rendered to the Association and are entitled to be reimbursed for their reasonable travel and other expenses incurred in conjunction with their official duties. The Chief Executive Officer shall receive such compensation and reimbursement as the Executive Board shall determine.

## **ARTICLE 7. OFFICERS AND DIRECTOR INDEMNIFICATION**

7.10 The Association will provide for indemnification by the Association of any and all of its Directors, Executive Board Members or Officers or former Directors, Executive Board Members or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties or a party, by reason of having been Directors, Executive Board Members or Officer of the Association, except in relation to matters as to which such Director, Executive Board Member or Officer or former Director, Executive Board Member or Officer shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

#### 7.20 BONDING

The Treasurer and all other Officers, agents and employees of the Association who handle funds of the Association in any manner and any other Officers, agents and employees of the Association specifically designated by the Executive Board shall execute fidelity bonds in favor of the Association in such sums as the Executive Board may from time to time specify. Each such fidelity bond shall be executed by the Officer, agent, or employee as principal and by a corporate surety approved by the Executive Board, provided, however, that blanket bonds may be employed in lieu of individual bonds. All premiums for fidelity bonds required of Officers, agents and employees shall be paid by the Association, and such premiums shall be an Association expense.

## **ARTICLE 8. MEETINGS**

#### 8.10 BOARD OF DIRECTORS MEETINGS

8.101 The Board of Directors shall meet twice annually, during the Annual Meeting of the members of the Association and during the summer meeting and may hold special meetings as are deemed necessary by the Board of Directors.

8.102 Special meetings of the Board of Directors may be held on not less than ten days written notice:

- a. when determined by vote of the Board of Directors in session.
- b. when requested in writing by ten members.
- c. at the call of the President when deemed necessary.

8.103 A majority of the members of the Board of Directors shall constitute a quorum at any meeting.

8.104 In the event of a declared federal or state emergency, meetings of the Board of Directors may be conducted via electronic means in which all participants can simultaneously hear and have the opportunity for recognition analogous to a regular in-person meeting. Any requirements for ballot votes may be waived, votes may be conducted via mail vote or other electronic means as determined by the Executive Board in advance of the meeting. Other provisions for electronic meetings may be allowed elsewhere in these

bylaws. Any conflicting language shall defer to this bylaw.

#### 8.20 ANNUAL MEETING CHARACTER AND PURPOSE

The Association shall conduct an Annual Meeting of the members which shall be open to attendance by all District officials, by officers of the state associations, by individual members and by guests of the association.

- 8.201 The principal purpose of the Annual Meeting is to enable all members of the Association to express themselves on the activities, problems, and objectives of the Association and to benefit from an interchange of information and experience.

#### 8.30 RESOLUTIONS

To be considered at an Annual Meeting any State Association, territory or DC, or group of State Associations constituting an NACD geographical Region, Standing or Subcommittee Committee or the Executive Board may file with the Chief Executive Officer of the National Association, at least 30 days before the annual meeting of the Board of Directors, a copy of any resolution adopted at any annual or special meeting of such State Association, Region, Standing or Subcommittee Committee or Board which it wishes to have considered during the next Annual Meeting of the National Association

- 8.301 Immediately preceding each Annual Meeting, a Resolutions Committee appointed by the President in accordance with standards established by the Board of Directors may review resolutions referred to it by the Chief Executive Officer, combine those similar and draft resolutions on its own initiative for consideration by the Board of Directors. The Resolutions Committee may assign resolutions to Board of Directors hearings and shall establish rules for resolution approval procedures and Board of Directors conduct.
- 8.302 All policy resolutions adopted at an Annual Meeting or policy with a review date shall cease to be of force and effect at the conclusion of the Annual Meeting in the fifth year following the resolution's adoption or review date unless action is taken by the Board of Directors to extend the life of the resolution by a majority vote.
- 8.303 All policy will be designated as either operational policy (OP) or have the sunset year assigned to it based on 8.302. The Executive Board shall be the decision-making body regarding the determination of Operational Policy or Sunset Dates. Policy designated as operational policy shall not be subject to 8.302. All policy subject to a sunset date shall be distributed for review by the summer meeting the year before the scheduled Annual Meeting at which it will cease to be of force and effect.
- 8.304 The Secretary or their designee shall be authorized to correct grammatical, punctuation, and cross-references and to make such other technical and conforming changes as may be necessary to reflect the intent of the Association in connection with these adopted resolutions.

### **ARTICLE 9. EXECUTIVE BOARD**

- 9.10 The Executive Board shall consist of the President, a First Vice President/President-elect, a Second Vice President, the Secretary-Treasurer, one member from each of the NACD geographic regions of the nation that are designated under Article 11. The Chief Executive Officer and the Immediate Past President shall serve as nonvoting members. At no time shall a state's representative hold both an Executive Board and Board of Directors position simultaneously, except when the Regional Chair serves as the alternate Executive Board member, in the absence of the Executive Board member.
- 9.20 The Executive Board Members from each NACD geographic region shall be elected by a majority vote of the Board of Directors Members from that region. The election shall be at the Annual Meeting of the NACD or at the last meeting of the Board of Directors Members from the region preceding the Annual Meeting, each Board Member having one vote. Directors so elected shall assume office at the conclusion of the Annual Meeting. The Region Chair may serve as alternate to the Executive Board member if the Executive Board member is unable to attend a board function.

- 9.30 The Immediate Past President of NACD shall serve at the direction of the President providing insight, expertise, and support for NACD's programs and initiatives.
- 9.40 A member of the Executive Board shall serve a term of two years or until said member's successor has been elected.
- 9.50 An Executive Board Member may be elected to a maximum of two successive terms, except as provided in Section 10.100.

#### 9.60 EXECUTIVE BOARD POWERS AND DUTIES

- 1) The business and affairs of the Association shall be managed by the Executive Board which shall exercise all the powers of the Association except such as are by law or by Articles of Incorporation of the Association or by these Bylaws conferred upon or reserved to the Board of Directors. The Executive Board shall report to the Board of Directors as directed by these Bylaws.
  - 2) The Executive Board shall have the following powers and duties:
    - a) to authorize expenditures within an approved budget, including:
    - b) expenditures to purchase and to rent real and personal property and seek and accept contributions.
    - c) authorize contracts in the name of the Association.
    - d) authorize the employment of auditors.
    - e) provide for the issuance and distribution of the Association's publications.
  - 3) The Executive Board shall develop an annual budget and recommend quota levels for approval or disapproval by the Board of Directors. The Executive Board may modify the approved budget due to increased/decreased income or expenses occurring after the approval date. Such changes shall be reported to the Board at the next board meeting.
  - 4) The Executive Board shall appoint the Association's Chief Executive Officer.
  - 5) The Executive Board shall review, revise as necessary and approve the recommendations submitted to it by the Secretary/Treasurer to establish the procedure governing reimbursement for travel and other expenses incurred by Officers and employees.
  - 6) The Executive Board shall formulate and direct the implementation of plans and programs for achieving the purposes of the Association.
  - 7) The Executive Board shall give guidance and assistance to the Region Chairs in developing and effectuating plans and programs for strengthening their respective regions and improving the effectiveness of District operations in the respective NACD geographic regions.
  - 8) The Executive Board shall select the site of the Annual Meeting of the members of the Association and establish procedures to govern the Annual Meeting.
  - 9) The Executive Board shall provide for the internal organization and oversee the activities of the Affiliated Organizations.
- 9.70 The Executive Board of the Association shall serve without compensation but shall be entitled to reimbursement for their reasonable travel and other expenses incurred in connection with their official duties as approved by the President and in keeping with policy set by the Executive Board.

#### 9.80 EXECUTIVE BOARD MEETINGS

The Executive Board shall meet annually during and/or immediately following the Annual Meeting of the members of the Association, shall hold additional regular meetings at such times and places as the Executive Board shall determine and may, in addition, hold special meetings on the call of the President on not less than 10 days' written notice. Between meetings, teleconference meetings may be held to conduct official business. The Board of Directors shall be notified of all Executive Board Meetings.

9.801 The President shall call a special meeting of the Executive Board whenever requested to do so in writing by one-half of the membership of the Executive Board.

9.802 A majority of the members of the Executive Board shall constitute a quorum at any meeting.

#### 9.90 EXECUTIVE BOARD ACTIONS WITHOUT MEETING

Any action required or permitted to be taken by the Executive Board may be taken without a meeting if all voting members of the Executive Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Executive Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Executive Board.

#### 9.100 VACANCIES

9.1001 A vacancy of a regional member of the Executive Board shall be filled by appointment by the Board of Directors members from the affected region, and a member thus appointed to fill a vacancy shall hold office for the remainder of the unexpired term.

9.1002 A member appointed to fill a vacancy for an unexpired Executive Board Members term of less than one years shall be eligible for reelection immediately thereafter to a maximum of two successive terms.

### **ARTICLE 10. COMMITTEES**

#### 10.10 STANDING COMMITTEE MEMBERSHIP AND TERM OF OFFICE

The Board may establish Standing committees to carry out the business of the Association. The Standing Committees will consist of the following committees: Legislative; Natural Resources; and District and Partner Relations

10.101 Standing committee members shall be appointed by the NACD president, taking into consideration nominees from a combined list of the top three committee preferences from each state, territory, and District of Columbia, and shall assure a geographic balance. Each state, territory and DC will be guaranteed representation on a Standing Committee and/or Subcommittee.

10.102 Members' terms shall be two-years or until their successors are elected/appointed and coincide with the term of the president.

10.103 Standing committee members shall all be NACD Board of Directors members, alternates, or Executive Board Members.

10.104 One Executive Board member will serve as a liaison on each of the Standing Committees.

10.105 The president shall appoint the members of the Standing Committees and designate their chairpersons by the 90th day following the conclusion of the Annual Meeting of members.

10.106 The Chair of all Standing committees shall be members of the Board of Directors, Executive Board, or Officers.

10.107 In the event that a Board member who serves as the Chair of a Standing Committee

and/or other subgroups is replaced by their state, that individual with the approval of the President may continue to serve as Chair of their committee until the close of the next NACD annual meeting.

#### 10.20 STANDING COMMITTEE POWERS AND DUTIES

It shall be the duty of each Committee to explore the functional area for which it is responsible, to formulate proposals for action within that functional area, to submit those proposals to the appropriate Officers and Official Bodies of the Association and to keep the members, Officers and Official Bodies of the Association informed of their work, their problems and their proposals.

In addition to the specific committee charges listed immediately below in this section, each standing committee and approved subcommittee shall also be charged with coordinating activities and formulating policy and position statement recommendations dealing with committee/subcommittee specific concerns.

#### 11.201 LEGISLATIVE COMMITTEE

There is hereby established a Legislative Committee as a standing committee of the Association. The Legislative Committee is responsible for guiding and coordinating the development and implementation of legislative strategies in support of Board of Directors approved policy and program objectives.

#### 11.202 NATURAL RESOURCES COMMITTEE

There is hereby established a Natural Resources Committee as a standing committee of the Association. The Natural Resources Committee is responsible for providing guidance, input, direction, and to accomplish policies and activities dealing with natural Resource concerns.

#### 11.203 DISTRICT AND PARTNER RELATIONS COMMITTEE.

There is hereby established a Partnership Committee as a standing committee of the Association. The District and Partner Relations Committees responsible for providing guidance, input, direction, and program performance for assisting State Associations and local Conservation Districts, providing outreach, education, and communication, and coordinating partnership and Affiliated Organizations.

#### 10.30 SUBCOMMITTEES

A Standing Committee may recommend to the President the creation of Sub committees for in-depth review of specific issues and development of policy and position statement recommendations. Subcommittees may be established, as needed, to address issues of national perspective. Subcommittees must be goal-oriented with identified functional areas of responsibility and are charged with reviewing policies and recommending changes, proactively promoting the needs of their fields, and assisting state associations and local districts. Subcommittees may submit resolutions for Board consideration. The Operation Manual shall provide the procedures for the Subcommittees operation.

Subcommittee members shall be district officials, affiliated members and/or District staff members, and agency advisors. The President shall approve the formation of a subcommittee. The President shall appoint subcommittee members, taking into consideration recommendations from the Standing Committee chair. Subcommittee will consist of members with a balance of geographic representation relative to the issue. The President shall appoint the chair of the Subcommittee. The President shall also appoint a member of the Standing Committee to serve as a liaison to each subcommittee. Other nonvoting members and NACD staff may also be designated by the President.

For decision-making purposes, the Subcommittee shall operate by general consent. In the event of a vote only district officials shall be voting members.

#### 10.40 SPECIAL COMMITTEES

11.401 In addition to the Three Standing Committees, the Officers, Executive Board, Board of Directors, or any of the Standing Committees may recommend to the President to create and appoint members to special committees to further advance the goals and work of the Association. Nothing in this article

shall prevent the Board from establishing a special committee and naming its members. Special committees shall report to the entity that forms the committee.

11.402 NACD regions shall submit a name or names from their respective regions for consideration by the NACD President. Presidential appointments to these special committees need not be ratified by the Board of Directors.

11.403 In the case of a special committee recommended by a Standing Committee, membership selection will be made by the President, based on recommendations from the Standing Committee. The special committee will not be limited in size; however, it must have at least one Standing Committee member and must have geographic balance. Other members may be designated as needed.

11.404 Membership on NACD's special committees is not limited to district officials; however, only district officials or members of state associations will be voting members.

11.405 Each special committee shall include at least one member who shall be an officer, Executive Board member or a member of the Board of Directors.

11.406 For decision-making purposes, a majority of the voting members present at special committees' meetings will constitute a quorum.

## ARTICLE 11. REGION AFFAIRS

### 11.10 THE GEOGRAPHICAL REGIONS

For the purpose of serving NACD members, the United States is divided into the following regions:

#### 11.101 The Northeast Region –

Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, and West Virginia.

#### 11.102 Southeast Region –

Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, Puerto Rico, South Carolina, Tennessee, Virginia, and Virgin Islands.

#### 11.103 North Central Region –

Illinois, Indiana, Iowa, Michigan, Minnesota, Missouri, Ohio, and Wisconsin.

#### 11.104 South Central Region –

Arkansas, Louisiana, Oklahoma, and Texas.

#### 11.105 Northern Plains Region –

Kansas, Montana, Nebraska, North Dakota, and South Dakota

#### 11.106 Southwest Region –

Arizona, Colorado, Nevada, New Mexico, Wyoming, and Utah.

#### 11.107 Pacific Region –

Alaska, California, Guam, Commonwealth of the Northern Mariana Islands, Hawaii, Federated States of Micronesia, Republic of Palau, American Samoa, Idaho, Oregon, and Washington.

### 11.20 REGION BOARD OF DIRECTORS

There shall be a Region Board of Directors in each of the geographical regions set forth in 11.101 through 11.107.

#### 11.201 REGION BOARD OF DIRECTORS MEMBERSHIP

The members of the Board of Directors from each of the geographical regions set forth in Section 11.101 through 11.107 shall constitute the Region Board of Directors from that region.

11.202 A Region Chair shall be elected from and by the Members of the Board of Directors in each NACD geographic region. Each of the Region Chairs shall be elected for a term of one year and may be successively elected. Region Chairs shall preside at Region Board of Directors meetings and are responsible for facilitating the work of the Region Board of Directors. The Region Chair serves as alternate for the Executive Board Member if the Executive Board member is unable to attend the Board functions.

#### **11.30 REGION BOARD OF DIRECTORS POWERS AND DUTIES**

Each Region Board of Directors shall plan and carry into effect programs and activities to strengthen the region and to promote maximum effectiveness in the operation of the Districts and the State Associations of the Region; to serve as two-way channels of information, bringing to the Board of Directors and the Executive Board the views of their regions and information concerning their progress and problems and bringing to the District Officials and State Associations in their regions the views of the National Association and information concerning its progress and problems; and to organize and conduct meetings of State Association Officers and District Officials within their regions to promote interstate exchange of information and development of cooperative interstate programs and policies.

11.301 Each Region Board of Directors is responsible for electing a representative to serve on the Executive Board under the procedure established in Article 9.

#### **11.40 REGION VOTING ELIGIBILITY AND QUORUM**

In the conduct of NACD Region business requiring voting by the constituent State Associations of the Region, each State Association shall have one vote which may be cast by its representative on the NACD Board of Directors or some other duly accredited representative of the State Association. Each region shall set their own quorum.

#### **11.50 REGION MEETINGS OF BOARD OF DIRECTORS MEMBERS**

The Board of Directors of the NACD geographical Regions may meet from time to time for the conduct of NACD Board of Directors business in the Regions and engage in other activities related to their responsibilities.

## **ARTICLE 12. AFFILIATED ORGANIZATIONS**

### **12.10 AFFILIATED ORGANIZATIONS**

Affiliated organizations may be established, shall operate under the umbrella and not for profit status of the National Association of Conservation Districts in all capacities, and be consistent with the mission and operations of the National Association of Conservation Districts. Affiliated organizations shall work to further the goals and mission of the NACD.

12.101 Affiliated Organizations shall be determined by the NACD board. Affiliated organizations shall enter into an operational agreement with NACD which shall be subject to review and approval by the NACD executive board.

## **ARTICLE 13. ENDOWMENT FUND**

### **13.10 NACD ENDOWMENT FUND**

There is hereby established and created a fund to be designated The Endowment Fund of the National

Association of Conservation Districts. The official abbreviation of its name shall be the NACD Endowment Fund.

- 13.101 The NACD Endowment Fund shall consist of donations, gifts, devises, and bequests heretofore and hereafter received by NACD and directed thereto. The donations, gifts and bequests of money received by NACD for the NACD Endowment Fund, and the money received from the sale of other NACD Endowment Fund property shall be considered the cash principal of the NACD Endowment Fund.
- 13.102 The NACD Endowment Fund shall be held in trust in perpetuity to assist NACD in accomplishing its purposes and performing its activities according to its policies as established by the Executive Board.
- 13.20 The managers shall have power to lease the NACD Endowment Fund property on such terms as they deem proper, including oil, gas, sand, gravel, coal, lignite, uranium and other mineral leases and to enter into pooling, unitization and other types of agreements relating to the development, operation and conservation of mineral properties; and the managers shall have the power to sell, upon such terms and for such amounts as they deem fit, such property when, in their opinion, it ceases to produce sufficient income.
- 13.30 The proceeds from the sale of any securities or other property held by the NACD Endowment Fund shall become a part of the cash principal of the NACD Endowment Fund and be invested pursuant to NACD' approved investment policy.
- 13.40 This article of the NACD Bylaws shall be and is hereby made a covenant on the part of NACD, its successors and assigns with every person, firm, association, corporation or other donor to the NACD Endowment Fund who shall make a donation, gift, devise or bequest, or who shall promise to make a donation, gift, devise or bequest to the NACD Endowment Fund, that the cash principal of the NACD Endowment Fund shall be held in trust in perpetuity, and the income only thereof used for the purposes stated in this Article and upon the terms and conditions contained in this Article.

## ARTICLE 14. AMENDMENTS

- 14.10 Amendments to these Bylaws may be made at any regular or special meetings of the Board of Directors by the affirmative vote of two-thirds of the votes cast by members of the Board of Directors provided a quorum is present.
- 14.101 No proposed amendment shall be voted upon at any meeting of the Board of Directors, unless it shall have been submitted in writing to the members of the Board of Directors through the respective State Association, directly or through the Chief Executive Officer of the Association, at least 60 days prior to the meeting of the Board of Directors at which it is to be voted upon.
- 14.102 The Board of Directors, the Executive Board, any member State Association of Conservation Districts or group of State Associations constituting an NACD geographical region may propose amendments.
- 14.101 An amendment shall, unless otherwise provided, become effective immediately upon its approval. The Secretary-Treasurer shall be authorized to correct, or designate staff to correct, article and section designations, punctuation, and cross references and to make such other technical and conforming changes as may be necessary to reflect the intent of the Board of Directors.

## ARTICLE 15. PARLIAMENTARY AUTHORITY

- 15.10 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.

## **ARTICLE 16. Supporting Documents, Non-Profit Status, Dissolution**

### **16.10 Supporting Documents**

The Association shall maintain the following documents to reflect the current policies, and management procedures for the organization.

1. Strategic Plan
2. Policy Manual
3. Accounting and Financial Management Policies and Procedures
4. Executive Management Manual
5. NACD Employee Handbook
6. All documents required to adhere to Federal and State requirements.

### **16.20 Non-Profit Status**

No part of the net earnings of the Association shall inure to the benefit of any Officer or Director of the Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes), and no Officer or Director of the Association or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association.

### **16.30 Dissolution**

Upon dissolution of the Association or upon the completion of its business as an association, the assets of the Association shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.