

# RESOLUTIONS

## November 2009 Training Conference

### Resolution # 1

#### Wright County

**Whereas**, the Parks & Soils Sales Tax funds are appropriated yearly in budget categories, and

**Whereas**, cost-share is one of the budget categories, and

**Whereas**, currently the funding in cost-share is allocated by resource concern and not allowed to be moved between resource concerns, and

**Whereas**, it is difficult to know 1 year in advance what the economic situation will be for the entire year and exactly which practices landowners will actually install in any given year;

**Therefore be it resolved:** That the Missouri Association of Soil & Water Conservation Districts request the Soil & Water Commission to allow 10% flexibility of each Districts annual cost share allocation. (Example: if a district receives \$100,000 cost share allocation, \$10,000 could be moved between resource concerns by the District Board.)

*Passed Unanimously*

### **Resolution #2 Submitted from the Floor by MASWCD**

MASWCD believes the policy of not building ponds in timber should be eliminated because:

- There is severe erosion in our timber,
- Ponds do provide some flood control,
- Ponds provide for wildlife and recreation,
- Ponds prevent damage to road culverts and water gaps,
- Even though some of these ponds would be built for absentee landowners, they too pay taxes and vote in the city for the soils and parks tax,
- Ponds are a storage for topsoil,

- The cost of soil saved in a pond would certainly look better if a more realistic life of the practice was used. Pond life could easily be extended to 20 years and thus cut the cost per ton of soil saved in half.

*Passed with 5 opposing votes*

---

**Proposed Amendments  
MASWCD  
CONSTITUTION AND Bylaws**

\* \* \* \* \*

**Article I -- Name**

The name of the organization shall be: Missouri Association of Soil and Water Conservation Districts, hereinafter known as the Association.

**Article II -- Purpose**

The Association is organized for educational and scientific purposes (as those purposes are defined for organizations that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue Code. It will conduct educational and scientific work concerning the conservation, maintenance, improvement, and development of land, soil, water, trees, vegetation, wildlife, open-space, and other renewable natural resources.

**Article III -- Restrictions**

No part of the net earnings of the Association inure to the benefit of or be distributable to its members, directors, officers, or other private person except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purpose set forth in Article II.

Notwithstanding any other provisions of this Constitution and Bylaws, the Association shall not carry on any other activities not permitted to be carried on: (a) by an association or corporation exempt from Federal income tax under Section 501(c)3 of the Internal Revenue Code; or, (b) by an association or a corporation, contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code.

**Article IV -- Authority - Power - Place of Business - Membership - Dues**

**Section 1: Authority.**

The [*supreme*] **governing** authority in the direction and control of the affairs of the Association shall rest in the membership. All Missouri Soil and Water Conservation Districts shall be considered members of this organization.

The State Association shall have *power* **authority** to employ *such* personnel and to acquire and own such supplies, equipment, and properties as may be necessary for carrying out the objectives of the Association. The Association shall represent the Soil and Water Conservation Districts in the State of Missouri and shall elect a board member and alternate to the National Association of Conservation Districts. The Association shall have the power to enter into agreement with interested groups and agencies as may be necessary to carry out the purpose and objectives of the organization.

**Section 3: Becomes Section 2. Place of Business.**

There shall be two principal business centers for the Association. The first shall be the office of the Association of Missouri Soil and Water Conservation Districts. The second shall be the place most convenient to the President of the Association for the carrying on and directing of the affairs of the Association.

**Section 4: Becomes Section 3. Membership.**

The membership of the Association shall consist of ~~two~~ (2) **three** (3) classifications: **Parliamentary notation: Three memberships types are listed, Active voting, Associate Members and Advisory Members, the last being added as a result of the December amendments.**

**A. Active Voting Members:** Shall be the Soil and Water Conservation Districts of Missouri, whose dues have been paid in full for the current calendar year. Each shall be represented by one delegate selected from the current supervisors appointed by the District governing body. Each District shall have one vote.

**B. Associate Members:** Associate members of the Association shall consist of any individual, company, corporation, or agency interested in supporting, either financially or through active participation, the conservation, improvement, management, and multiple use of the natural resources of the State of Missouri. Associate members shall not vote nor be counted for a quorum.

**C. Advisory members.** At the annual meeting, the President shall appoint the Advisory members. These members shall not vote nor be counted for a quorum.

**Section 5: Becomes Section 4. Dues.**

**A.** The dues in the Association shall be paid annually and shall be due on January 1 of the current calendar year. Dues shall be mailed to the Treasurer and deposited upon receipt. In the absence of the Treasurer or Assistant Treasurer, the Director shall receive the funds from their respective district and promptly forward to the Treasurer or Assistant Treasurer for immediate deposit.

**B. All dues must be paid thirty (30) days prior to the annual meeting in order for Delegate or alternate to be eligible to vote.**

**C.** Any change in the yearly dues of the Active Voting Member shall be as recommended by the Board of Directors of the Association and approved by the active voting delegates at the Annual Meeting of the Association.

## Article V -- Meetings – **Resolutions** - Qualifications - Quorum

### Section 1: Meetings.

**A. Annual Meeting:** The Annual Meeting [**of the members**] of this Association shall be held at such time and place as may be designated by the Board of Directors of the Association. The Directors shall send or have sent written notice to all members at least 10 days prior to the date set. Notice shall state time and place and shall include notice of special business that is to be presented over and above the ordinary or regular business.

**B. Resolutions:** Resolutions to be brought before the Annual Meeting must be [**sent to**] **received** **by** the MASWCD office **from the Resolutions Committee** before the Board Meeting prior to the Annual Meeting. Resolutions not submitted prior to that Board Meeting must be brought before the voting [**members**] **delegates** in writing and receive a two-thirds vote of voting [**members**] **delegates** present in order to bring the resolution to the floor for discussion. **Resolutions may be sent by regular mail or electronic mail to the MASWCD Executive Director by close of business on August 31. The MASWCD Executive Director shall acknowledge receipt of resolutions to each submitting district by electronic mail.**

**B.becomes C. Special Meetings:** May be called at any time by the President or a majority of the Board of Directors or upon written request of one-third of the active voting members of this Association. Notice of special meetings shall be given in the same manner as provided for regular meetings. No business may be transacted at a special meeting other than that stated in the call, however a quorum is necessary to conduct business. Each District who has paid MASWCD dues for the current year is allowed one vote.

**C. becomes D. Area Meetings:** Each area, as designated by the Association, shall hold an annual meeting for the purpose of conducting area business. Each District who has paid MASWD dues for the current year is allowed one vote, however a quorum is necessary to conduct business.

### Section 2: Qualifications.

The qualifications for voting [**members**] **delegates** at Annual **Association** Meetings shall be that they must be District Supervisors appointed by a District Governing Body.

### Section 3: Quorum.

At any meeting of the Association except **Annual** Area Meetings, a majority of the voting membership shall constitute a quorum for the transaction of business and a simple majority vote shall be decisive.

At **Annual** Area Meetings, the quorum shall be one-fourth of the Districts in the Area who have paid MASWCD dues for the current year, with a simple majority vote being decisive.

At the Board of Directors' meetings, the quorum shall be five Directors and a simple majority vote [3] is decisive. In case a quorum is not present, the Directors in attendance may submit propositions in writing to those Directors not present for their approval or rejection by mail. Five affirmative votes shall validate the proposal. A Conference Call may be conducted provided that all voting participants are able to hear all conversations and debate may be heard by all. A conference call will qualify for the conduct of regular or special meetings with the proper quorum being observed when conditions make it impossible to hold a regular or special meeting. A Conference Call may not for be used for a Closed Session Meeting. Participation in Conference Calls shall be by Directors only.

## **Article VI -- Board of Directors - Officers - Organization Units**

### **Section 1: Board of Directors.**

**A. Qualifications for Directors and Alternates:** Directors and alternates must be duly elected members of a governing body of a Soil and Water Conservation District in Missouri at the time they are elected.

**B. Board of Directors:** The business, property, and affairs of this Association shall be conducted by a Board of Directors composed of a Director from each Area hereinafter designated. Alternates shall serve only in the case of inability of the duly elected Director or if the Director is called out of a regular or special meeting, their Alternate can replace said Director in order to preserve representation of the district so affected. Directors and alternates shall be elected by members of each respective Area at Area Meetings in the even years

**C. Nominating Committee.** A Nominating Committee shall be appointed by the Area Director and will provide a slate of nominees with background information to all SWCDs in their respective areas no later than 2 weeks prior to the **Annual** Area Meeting. The Chair of the Nominating Committee will conduct the election at the **Annual** Area Meeting with the candidates being those on the slate of nominees and nominations from the floor. The vote will be by ballot. A quorum is necessary for an election to be held, each District is allowed one vote. Only Supervisors attending the Area Meeting can cast their District's vote, and the District must be current with the MASWCD treasurer in order to vote. In case a quorum is not present, the MASWCD Board of Directors will appoint an Area Director for that Area from the slate of nominees. The names and addresses of the newly elected Area Director and Alternates shall be reported by the Area to the MASWCD President no later than one month following the Area Meeting.

### **Section 2: Officers of the Association.**

**A.** The Officers of the Board of Directors shall serve as the Officers of the State Association.

**B.** The President shall call the elected Directors together at the Annual Meeting for the election of three (3) Vice-Presidents in even number years. The President then completes the organization by appointing a Treasurer, an Assistant Treasurer, Committee Chairmen and the Advisory Members.

**C.** At the Board meeting, during the Annual Meeting, the Director who becomes President shall be succeeded immediately by his/her First Alternate for the Area.

**D.** The decision of the Board of Directors as to the policies and activities of the Association shall be final and a report thereof given to the Annual Meeting.

Strike: *The Officers of the Board of Directors shall serve as the Officers of the State Association. At the Board Meeting in even number years, during the Annual Meeting, the Director who becomes President shall be succeeded as Director immediately by his/her First Alternate for their respective Area. The President shall call the elected Directors together at the Annual Meeting for the election of three (3) Vice Presidents in even numbered years. The President shall than complete the organization by appointing a treasurer, an Assistant Treasurer, Committee Chairmen and the Advisory Members. The decision of the Board of Directors as to the activities of the Association shall be final and a report thereof given to the Annual Meeting.*

**E. Executive Director.** The Board of Directors may appoint an Executive Director to serve under the direction of the Board. The Executive Director shall not be eligible to vote.

### **Section 3. Organization Units.**

The organization of the Association shall be composed of all Soil and Water Conservation Districts in Missouri, separate corporate bodies organized under an Enabling Act of the laws of the State of Missouri.

For the purpose of providing representation on the Board of Directors, Districts are grouped into Areas with one representative from each Area elected to the Board of Directors. The number and boundaries of Areas shall be recommended by the Board of Directors and approved by delegates at the Annual Meetings. An Area Director and two Alternates shall be nominated for each area and elected at the respective area meetings.

## **Article VII -- Eligibility - Term of Office - Compensation - Duties**

### **Section 1: Eligibility.**

**A. Eligibility for Directors:** In order to become eligible for nomination and election to the Board of Directors of this Association, a candidate must be a duly elected member of the governing body of a local Soil and Water Conservation District.

**B. Eligibility for Committee Membership:** Any person shall be eligible to serve as a voting member on any one of the Association's Committees. They shall be appointed by the President of the Association, and approved by the Board of Directors of the Association.

## **Section 2: Term of Office.**

**A. President:** The term of the President shall be for two (2) years. The Vice Presidents shall be elected bi-annually at the conclusion of the Annual Meeting and Conference activities.

**B. Term of Office.** The President and three (3) Vice Presidents shall serve for a term of two years or until their successors are elected.

**C. Board of Directors:** Association Area Director and alternates shall be elected for a 2-year term in even numbered years and shall serve until their successors are elected.

## **Section 3: Compensation.**

The President, Vice Presidents, and the Directors of this Association shall serve without compensation; however, a per diem and their travel expenses for official business of the Association may be paid by an amount to be determined by the Board of Directors.

The Board of Directors shall fix the salary and expenses of the Secretary and Treasurer.

## **Section 4: Duties.**

**A. Duties of the President:** The President shall

- be the Chief Executive Officer of the Association.
- preside at all meetings of the members and at all meetings of the Board of Directors.
- appoint a Bylaws committee of three, a Resolutions Committee of three and any other Standing or Special committee as needed.
- shall be ex-officio member of all committees, both special and standing except the nominating committee
- carry out the directives of the Association Board.

**B. Duties of the Vice Presidents:** The Vice Presidents shall perform the duties of the President in their order of seniority when the President is absent or unable to serve.

**C. Duties of the Past President:** The Past President shall act in an advisory role to the President during the President's term.

**D. Incapacity of Officers:** Should any officer of the Association become incapacitated, the State Association Board shall have the authority to declare the office vacant and appoint an Officer pro tem to carry out the duties of the office until the next Annual Meeting.

**E. Duties of the Area Directors:** It shall be a duty of the Board of Directors to periodically review the Constitution and Bylaws of the Association.

**F. Duties of the Resolution Chairman:** The Resolutions Committee may meet either by conference call or e-mail to review all resolutions material that is submitted to said committee. All proposed material must be received by the Resolutions Committee prior to August 31 so they may present their decisions to the Board of Directors Meeting.

StrikeThe Board of Directors shall provide a resolution process enabling the membership to express opinions and concerns. The President shall appoint a Resolution Chairman who will review all resolutions with a Resolutions Committee.

## Article VIII -- Board Meetings - Committees

### Section 1: Board Meetings.

A minimum of three (3) regular meetings of the Board of Directors shall be held during the business year. Special meetings of the Board of Directors may be called by the President or by request of five Board members.

### Section 2: Committees.

The President shall appoint all necessary committees, representatives, and delegates subject to the approval of the Board of Directors.

## Article IX -- Finance - Service - Sundry Provisions

### Section 1: Finance.

**A. Depository:** The funds of this Association shall be kept in a Federally-Insured Bank designated by resolution by the Board of Directors. Such a depository should be convenient and readily accessible to the Treasurer.

**B. Signatures:** The signatures of the President, Treasurer, and his designee, shall be on file with the designated depository.

**C. Bond:** The Treasurer, the President and Assistant Treasurer shall be required by the Board of Directors to give bond for the faithful discharge of duties in such sum and with such surety as may be determined by the Board of Directors. The premium on any corporate fidelity bond so required shall be paid by the Association.



**D. Audit:** The books and accounts of the Association shall be audited once each year.

**Section 2: Distribution of Assets.**

No distribution of the property of this Association shall be made until all debts are fully paid, and then only upon its final dissolution and surrender of organization and name, and as otherwise provided by law: nor shall any distribution be made except by majority vote of the members of the Association at any regular or special meeting, and only after due notice has been given as prescribed by the Constitution and Bylaws. In case of final dissolution of the Association, any funds remaining after all expenses and obligation are fully satisfied shall be distributed to an organization described in section 501c3 of the Code, designated by the Board of Directors, or to the State of Missouri to be used exclusively for a public purpose.

**Section 3: Fiscal Year**

The fiscal business year of this Association shall begin with the first day of January and terminate with the thirty-first day of December. Internal financial reporting shall be from Annual Meeting to Annual Meeting.

**Section 4: Rules of Order.**

The proceedings of this Association shall be conducted under and pursuant to Robert's Rules of Order, except as herein otherwise provided.

**Section 5: Amendments.**

The Constitution and Bylaws may be amended by a two-thirds vote of the quorum of voting members present at the Annual or special meetings of the Association, provided that due notice of the proposed amendment, or amendments, has been mailed or electronically mailed to each member not less than 10 days previous to the date of the meeting. **Within 5 days of receipt, each District shall acknowledge receipt of proposed amendments to the President of the Association**

**TERMS USED FREQUENTLY**

**1. State Soil and Water Districts Commission.** Composed of six farmer members appointed by the Governor. The Dean of the College of Agriculture, UMC; Director, Department of Natural Resources; and Director, Department of Agriculture, serve on the Commission as ex - officio members.

The Commission is responsible for administering Soil and Water Conservation District policies, rules, and procedures.

**2. SWCD or Soil and Water Conservation District.** Includes all or part of the land area in a county designated as a body corporate officially named the Soil and Water District of \_\_\_\_\_ County.

**3. Missouri Association of Soil and Water Conservation Districts.** A non-profit organization of all District supervisors within the State. This group exchanges information on administration and operation of Districts and seeks to promote soil and water conservation work throughout the State.

**4. NACD.** A private National Association of Conservation Districts. Districts are the members represented by the State Associations on the NACD Council. They have the same organization and purposes as the State Association and are operating on a National basis.

**5. NRCS or Natural Resources Conservation Service.** An agency of the U.S. Department of Agriculture with staff and facilities to work with SWCD governing body at its request.

## PERSONNEL

**1. District Supervisor.** One of four landowner or land representative members elected to administer the SCD Program of soil and water conservation in the District. The fifth member, an Extension Specialist of Missouri Agricultural Extension Service, also serves as secretary.

**2. Natural Resources Conservation Service Personnel.** Technical employees of the Natural Resources Conservation Service who have been assigned to assist the local Soil and Water Conservation District, through a memoranda of understanding with the Soil and Water Conservation District, State Soil and Water Districts Commission, and the Natural Resources Conservation Service.

**3. District Conservationist or DC.** An employee of the Natural Resources Conservation Service who is in charge of Natural Resources Conservation Service staff within the District.

**4. Director of Staff, Department of Natural Resources.** Directs the staff of the State Soil and Water District Commission. Assists the Commission in carrying out its responsibilities in developing programs and other educational, administrative, and related duties.

**5. Assistant State Conservationist for Field Operations or AC.** The supervisor of all District Conservationists and other Natural Resources Conservation Service personnel assisting Districts in one of the administrative Areas in the State. This usually consists of NRCS staffs in 20 to 21 Soil Conservation Districts.

## DOCUMENTS

**1. Cooperative Working Agreement.** An agreement between (1) each District board, (2) the Natural Resources Conservation Service, and (3) the State Soil and Water Districts Commission. The agreement outlined the responsibilities of each of the three agencies.

**2. District Program.** A written statement of the conditions and problems within the District, the solutions for the problems, and the goals to be reached. It is a long range program of soil and water conservation.

**3. Annual Plan of Action or APA.** A document prepared annually listing the activities that will be carried out by the Board of Supervisors with the assistance of other agencies during the calendar year.

**4. District Cooperator Agreement.** A cooperative agreement form signed by a landowner in making a formal request to the District for assistance. When this agreement is approved by the District Board the landowner becomes a District Cooperator.

**5. Conservation Plan.** Includes maps and a recording of the cooperators' decisions on how he or she will use and treat his or her land.

**6. Soil District Annual Report.** A statistical and narrative report made by each District Board each year to the State Soil and Water Districts Commission.

**7. Local Operating Agreement.** An agreement between a District Board and any partners they work with on a local level including NRCS, Extension, private organizations, etc. This will be updated annually.

---

MASWCD President

---

MASWCD Executive Director

*Passed with minor clarifications. Revised copy will be posted following the January MASWCD Board meeting.*