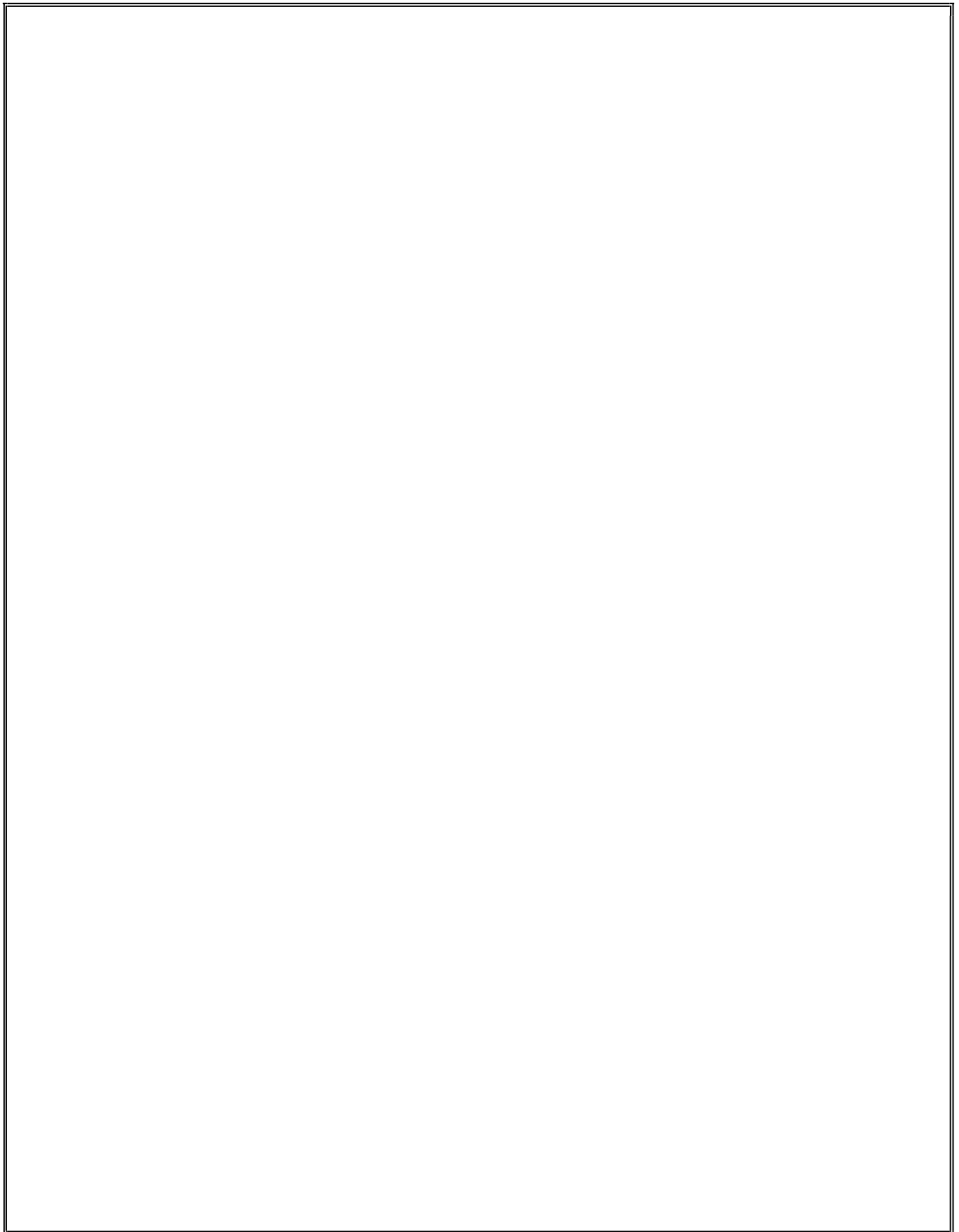


BYLAWS

of the
Missouri Association of Soil and
Water Conservation Districts

November 29, 2022



BYLAWS

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Article I -- Name

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

Article II -- Purpose

The MASWCD 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 MASWCD inure to the benefit of or be distributable to its members, directors, officers, or other private person except that the MASWCD 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 these Bylaws, the MASWCD 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 - Place of Business - Membership - Dues

Section 1: Authority.

The governing authority in the direction and control of the affairs of the MASWCD shall rest in the membership. All Missouri Soil and Water Conservation Districts, hereinafter known as the SWCD, shall be considered members of this organization.

The MASWCD shall have authority to employ personnel and to acquire and own such supplies, equipment, and properties as may be necessary for carrying out the objectives of the MASWCD. The MASWCD shall represent the SWCDs in the State of Missouri and shall elect a MASWCD board member and alternate to the National Association of Conservation Districts. The MASWCD 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 2: Place of Business.

There shall be two principal business centers for the MASWCD. 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 MASWCD for the carrying on and directing of the affairs of the MASWCD.

Section 3: Membership.

The membership of the MASWCD shall consist of three (3) classifications:

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 SWCD shall be represented by one delegate selected from the current supervisors appointed by the SWCD governing body. Each SWCD shall have one vote.

B. Associate Members: Associate members of the MASWCD 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. The Conservation Partnership organizations shall designate representatives to be advisory members to the MASWCD Board of Directors. The Conservation Partnership consists of Natural Resources Conservation Service (NRCS), Missouri Department of Conservation (MDC), Missouri Department of Natural Resources (DNR), University Extension, Missouri Farm Bureau, Missouri Department of Agriculture, and the Missouri Soil and Water Conservation District Employees Association (MSWCDEA). These members shall not vote nor be counted for a quorum.

Section 4: Dues.

A. The dues in the MASWCD 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 Executive Director, the Area Director shall receive the funds from their respective district and promptly forward to the Treasurer or Executive Director for immediate deposit.

B. All dues must be paid in full in order for SWCD 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 MASWCD and approved by the active voting delegates at the Annual Meeting of the MASWCD.

Article V -- Meetings – Resolutions - Qualifications - Quorum

Section 1: Meetings.

A. Annual Meeting: The Annual Meeting of the MASWCD shall be held at such time and place as may be designated by the Board of Directors of the MASWCD. The Directors shall send or have sent written notice to all members at least 30 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: Only Active Voting Members can submit resolutions. Resolutions to be brought before the Annual Meeting must be 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 delegates in writing and be read aloud and receive a two-thirds vote of voting 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 August 31. The MASWCD Executive Director shall acknowledge receipt of the resolutions to each submitting district by electronic mail.

C. Special Meetings: May be called at any time by the President or a majority of the Board of Directors or upon written request or electronic mail of one-third of the Active Voting Members of the MASWCD. Notice of special meetings shall be given 3 days in advance 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.

D. Area Meetings: Each area, as designated by the MASWCD, may hold at least one meeting in each respective area each year for the purpose of conducting area business. Each SWCD who has paid MASWCD dues in full for the current year is allowed one vote, however a quorum is necessary to conduct business.

Section 2: Qualifications.

The qualifications for voting delegates at Annual MASWCD Meetings shall be that they must be one of the 5 County SWCD Supervisors appointed by a SWCD Governing Body.

Section 3: Quorum.

At the Annual Meeting of the MASWCD a majority of the voting membership that have registered and are present at the meeting shall constitute a quorum for the transactions of business and a simple majority vote of the members present shall be decisive.

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

At the MASWCD 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 or electronic mail to those Directors not present for their approval or rejection by mail or electronic 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 be used for a Closed Session Meeting. Participation in Conference Calls may be by Directors, President, Past President, Executive Director, Assistant Director, Alternates, and Partners.

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

Section 1: Board of Directors.

A. Qualifications for Directors and Alternates: MASWCD Directors and alternates must be duly elected members of a governing body of a SWCD in Missouri current with the MASWCD treasurer 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 area so affected. Beginning in 2018 Directors and alternates in Areas 2, 4, 6, and 8 shall be elected by members of each respective Area at Area Meetings in the even years for a 2-year term. Beginning in 2018 Directors and alternates in Areas 1, 3, 5, and 7 shall be elected by members of each respective Area at Area Meetings for a 1 year term, the following odd numbered years Directors and alternates in Areas 1, 3, 5, and 7 shall be elected for a 2-year term.

C. Nominating Committee. A Nominating Committee shall be appointed by the Area Director. The Nominating Committee can be SWCD staff and or Supervisors from Districts in the Area, excluding the Area Director's District. Three months prior to the Area Election, the Nominating Committee will send a copy of the Duties of an Area Director to all Area SWCDs asking for nominations. Supervisors interested in becoming an Area Director or Alternate can have their name submitted to the Nominating Committee along with a letter containing the Nominee's back ground information. At the beginning of the month prior to the Area election, a ballot of Nominees and their background information will be sent to all SWCDs in the Area for review by the SWCD Board of Supervisors. If there are no Nominees and a quorum is present at the Area meeting, nominations can be taken from the floor. In the event there are no Nominations from the floor, the present Area Director may serve until a replacement is found and appointed by the MASWCD Board of Directors.

D. Voting: Upon reviewing the Ballot and background information during the SWCD meeting prior to the Area Meeting, the SWCD Board will cast a Ballot for an Area Director and Alternates. The vote will be dually recorded in the SWCD minutes that the SWCD Board has voted. Names of chosen Director and Alternates will not be included in SWCD minutes. The Ballot will be marked and sealed in an envelope. Sealed Ballots can be delivered to the Area Meeting by a SWCD Supervisor, SWCD Staff, or the sealed Ballot can be sent by certified mail to the Election Chairman inside a separate envelope. Sealed Ballots will be put in a ballot box at the Area Meeting. The sealed Ballots will be opened and counted by the Nominating Committee Election Chairman and an Assistant at the Area Meeting. Each SWCD has one vote and must be current with the MASWCD treasurer before voting. Names and addresses of the newly elected Area Director and Alternates shall be reported by the Area Director to the MASWCD President no later than one month following the Area Election if the Election is final.

E. Tie Votes: In the event of a tie vote at the Area Election, the Candidates who are tied shall flip a coin to decide the election. Once the Area Director is chosen, the other candidate can choose to be the first Alternate if so desired. The elected first Alternate will then be the second Alternate.

Section 2: Officers of the Association.

- A. The Officers of the Board of Directors shall serve as the Officers of the State MASWCD.
- B. The President shall call the elected Directors together at the Annual Meeting for the election of officers in even number years.
- C. The President appoints an election chairman to handle the election of President and 1st, 2nd and 3rd Vice-Presidents.
- D. 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.
- E. The President then completes the organization by appointing a Treasurer, an Assistant Treasurer and Committee Chairs.
- F. 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.
- G. The decision of the Board of Directors as to the policies and activities of the MASWCD shall be final and a report thereof given to the Annual Meeting.

Section 3. Organization Units.

The organization of the MASWCD 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 MASWCD Board of Directors, SWCD 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 from Active Voting Member districts 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 the MASWCD, a candidate must be a duly elected member of the governing body of a local SWCD and not on any state politically appointed or elected Board or

Commission. Directors who have served consecutively or intermittently and are active SWCD Supervisors are eligible to be re-elected regardless of the number of terms served.

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

Section 2: Term of Office.

- A. Term of Office: The term of the Officers shall be for two (2) years or until successors are elected. The Officers shall be elected bi-annually at the conclusion of the Annual Meeting and Conference activities in even years.

Section 3: Compensation.

The President, Vice Presidents, and the Directors of the MASWCD shall serve without compensation; however, a per diem and their travel expenses for official business of the MASWCD 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 Executive Director and Treasurer.

Section 4: Duties.

- A. Duties of the President: The President shall

- be the Chief Executive Officer of the MASWCD.
- shall be a non-voting member except in the case of a tie.
- preside at all meetings of the members and at all meetings of the Board of Directors.
- appoint a Bylaws committee, a Resolutions committee, a Budget committee 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 MASWCD 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 MASWCD Board of Directors during the President's term. The Past President shall be a nonvoting member but does have the power to make and second motions.

- D. Incapacity of Officers: Should any officer of the MASWCD become incapacitated, the MASWCD Board shall have the authority to declare the office vacant and appoint an Officer pro tem from the Board of Directors 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 Bylaws of the MASWCD.
- 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 at the Board Meeting prior to the Annual Meeting.

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 MASWCD Directors may be called by the President or by request of five MASWCD 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 the MASWCD 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 and Executive Director.
- 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 MASWCD.
- D. Audit: The book and accounts of the MASWCD shall be audited once each year.

Section 2: Distribution of Assets.

No distribution of the property of the MASWCD 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 MASWCD at any regular or special meeting, and only after due notice has been given as prescribed by the Bylaws. In case of final dissolution of the MASWCD, 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 the MASWCD 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 the MASWCD shall be conducted under and pursuant to Robert's Rules of Order, except as herein otherwise provided.

Section 5: Amendments.

The Bylaws may be amended by a two-thirds vote of the quorum of voting members present at the Annual or special meetings of the MASWCD, provided that due notice of the proposed amendment, or amendments, has been mailed or electronically mailed to each SWCD not less than 30 days previous to the date of the meeting. Within 5 days of receipt, each SWCD shall acknowledge receipt of proposed amendments to the Executive Director of the MASWCD.

Ron Willis

11/29/2022

MASWCD President

Date