

**INDIANA ASSOCIATION OF SOIL AND
WATER CONSERVATION DISTRICTS, INC.**

BYLAWS

As amended on January 14, 2009

Section 1: Name

The name of this association shall be the INDIANA ASSOCIATION OF SOIL AND WATER CONSERVATION DISTRICTS, INC. The official abbreviation of its name shall be IASWCD.

Section 2: Activities

To carry out the activities of the association, it will conduct educational, scientific, charitable, and/or other work concerning the conservation maintenance, improvement, development, and use of land, soil, water, trees, vegetation, fish and wildlife, open space, and other renewable natural resources.

Section 3: Purposes

The purpose of this association shall be confined to: (1) the exchange of information relating to the administration and operation of soil and water conservation districts, (2) promoting cooperation between such districts, (3) cooperating with the State Soil Conservation Board, (4) promoting the interests and activities of other organizations and agencies in soil and water conservation, (5) developing, supporting, and carrying out programs and educational activities to control soil erosion and conserve soil and water resources.

Section 4: The Voting Members

Every soil and water conservation district in the State of Indiana shall be deemed to be a member of this association. Each district shall be entitled to one vote on every question put to a vote at any association meeting, providing that dues are not delinquent (an exception maybe granted subject to an Executive Committee decision or recommendation and Board approval). The vote of the district will be cast by the delegate or the alternate. One delegate and an alternate shall be selected by each district before the date of any association meeting and their names shall be sent to the secretary of the association ten days prior to the meeting. All such delegates and alternates shall be officially elected and/or appointed supervisors or associate supervisors (Jan.14, 2009 Business meeting minutes). The delegate and alternate shall be seated at any association meeting.

Section 5: Membership Dues

Each district will pay to the association as annual dues, an amount to be determined annually by the board of directors. The board of directors shall be guided in determining the amount of the annual dues through the development of a budget. The dues to the Association are to be paid annually no later than the end of the fiscal year. The IASWCD fiscal year is October 1 thru September 30.

Section 6: Affiliate Members

Affiliate members shall be those persons, firms, associations or corporations that contribute a said amount, to be determined by the IASWCD Board of Directors. Affiliate members are permitted to attend Association board meetings and will be eligible to receive IASWCD publications and information. Affiliate members will be non-voting members of the IASWCD.

Section 7: Region Organizations

The district supervisors in each Region will elect a director prior to the Association's annual business meeting to represent the region on the IASWCD Board of Directors.

Each region shall elect an Alternate Director. The Region Director shall conduct regional meetings as needed. The Alternate Director will serve as an alternate to the IASWCD Board of Directors. The Region Director and Alternate Director may be an associate supervisor, provided that person shall have, at some time, served as either an elected or appointed supervisor (Jan 2002 Business Meeting minutes).

Each region may be governed by its own bylaws. Region bylaws shall pertain to those subjects affecting the region and shall be in harmony with the Indiana Association of Soil and Water Conservation Districts, Inc., and its bylaws. Region geographies will be reviewed by the Board and brought before the delegate body.

Section 8: Board of Directors; Terms of Office and Qualification

The IASWCD Board of Directors shall consist of President, Vice President, Secretary, Treasurer, eight Regional Directors, Past President, IDEA Representative, and the Auxiliary Representative, and Executive Director. The Executive Director, IDEA Representative, and the Auxiliary Representative will be considered ex officio members with no voting privileges.

The IASWCD Executive Committee shall consist of: President, Vice President, Secretary, Treasurer, and the executive director (non-voting). The Duties and authorities of the Executive Committee include the following: Acting for the full Board in between meetings in the case of

an emergency; coordinating the full Board's review of the executive director's performance and compensation; serving as a sounding board/liaison for the executive director; and overseeing that the Board is functioning in accordance with the mission, goals, and priorities of the IASWCD. Any member of the executive committee can call a meeting of the executive committee.

A majority, seven voting members, of the board of directors shall constitute a quorum at any meeting of the IASWCD Board.

Section 9: Powers and Duties of the Board

The board of directors shall have the following powers and duties:

- A. The board of directors shall determine the policies and procedures of the association, and shall formulate, and keep correct, a written plan of action or program for the association, all of which shall be consistent with the purposes stated in the articles of incorporation.
- B. The board of directors shall make provision for the annual meeting of the members of the association and such meetings of the board of directors as it may deem advisable, and shall facilitate regional meetings, or other special meetings of association members.
- C. The board of directors shall keep the members of the association currently informed of the association's affairs and activities, and of the programs, accomplishments, and problems of the districts of the State of Indiana.
- D. The board of directors shall recommend the annual budget to the association's delegate body, fix the rate of compensation of employees, authorize the payment of necessary expenses, determine matters relating to any publications of the association, and arrange for an annual audit of the association's financial affairs by a qualified, disinterested person or firm.
- E. The board of directors may delegate functions and duties to the president or other officers of the association subject to such conditions as it deems proper.
- F. The NACD Board member to represent IASWCD at the NACD Board of Directors meetings shall be selected by the board of directors each year and must be a current supervisor. An alternative representative must also be appointed by the board of directors and must be a current member of the IASWCD board of directors.

Section 10: The Officers; Terms of Office

The state officers of the IASWCD shall be: President, Vice President, Secretary, and Treasurer. These shall be elected offices. The officers must be appointed or elected SWCD supervisors, or Associate Supervisors who have supervisor experience and are actively engaged at the District level (Jan 2007 Business Meeting).

Terms of the IASWCD Officers shall be one year terms. The officers can only succeed themselves one time.

One or more nominees shall be submitted by the Governance Committee for the office of Treasurer, Secretary, Vice President and President. The list of nominees shall be mailed to each District at least six weeks prior to the annual meeting. Nominations may also be made from the floor by any member of the delegate body provided the person so nominated has agreed to serve if elected. A ballot will be prepared for each office and the election shall be conducted one office at a time starting with the office of president.

The decision to hire an executive director shall be at the discretion of the IASWCD Board of Directors. The executive director need not be a member of the board of directors to perform the assigned functions. The executive director shall be accountable to the board of directors, as defined in the job description.

Section 11: Powers and Duties of Officers

A. The president shall have the following duties:

- Preside at Board of Directors meetings, executive committee meetings, the IASWCD Annual Business Meeting, and special meetings as called
- Serve as the chief executive of the IASWCD
- Delegate presidential responsibilities to others as appropriate
- Represent the IASWCD to affiliated organizations
- Keep IASWCD officers, Board of Directors, members and affiliated organizations informed of IASWCD affairs
- Appoint chairpersons of committees and assist chairpersons in soliciting committee members as needed or as defined by committee structure
- Coordinate annual review of Executive Director.
- Perform other duties as assigned by Board of Directors

B. The vice president shall have the following duties:

- Serve as chairperson of resolutions committee
- Serve in the absence of the president
- Perform other duties as assigned by the president or board of directors

C. The secretary shall perform the following duties:

- Conduct official roll call of delegates at IASWCD Annual Business Meeting
- Responsible for all meeting minutes and correspondence of IASWCD
- Perform other duties as assigned by the president or board of directors

D. The treasurer shall perform the following duties:

- Responsible for all financial transactions/investments of the IASWCD, to be based upon policy of Board of Directors
- Establish proper accounting procedures for the handling of IASWCD funds
- Submit financial report at the IASWCD Annual Business Meeting, and all IASWCD board meetings

- Furnish to the IASWCD a bond conditioned upon the faithful performance of the treasurer's duties; in such form and amount as the board shall prescribe, and the premium for the bond shall be paid out of funds of the Association
 - Perform other duties as assigned by the president and board of directors
- E. In the event of a vacant office, the board of directors may declare the office vacant and temporarily appoint a successor, until the next IASWCD Annual Business Meeting. The officers of the IASWCD shall assist all committees in the performance of their responsibilities.

Section 12: Meetings

- A. The IASWCD shall conduct an annual meeting unless changed by the board of directors. Notice of such change shall be sent to each district prior to the meeting.

The IASWCD annual meeting shall be held for the purposes of improving soil and water conservation programs in the districts and transacting of such other business as may come before the meeting. Special meetings may be called by the IASWCD board of directors at any time.

- B. The board of directors shall meet during the IASWCD annual meeting, and shall hold such additional meetings as may be called from time to time by the president as needed. With the exception of emergencies, the president may call meetings as needed with ten days notice to the directors.
- C. The presence of one-third of the voting delegates from the member districts shall constitute a quorum at any meeting of the members of IASWCD.
- D. Two consecutive absences of a region representative (Director or Alternate) at IASWCD Board of Directors meetings could initiate Board action.

Section 13: Committees

The Board of Directors may form committees and other work groups (ad-hoc or advisory) as needed. Only the Board of Directors has the authority to create committees or work groups.

Section 14: Publications

At such time as the board of directors may make provision for the publication of a newsletter, magazine, or other publications by the association, the board of directors shall hire or appoint an editor, and provide for the employment of other necessary personnel, within the approved association budget.

Section 15: Resolutions

Resolutions for the purpose of establishing association position or policy concerning soil and water conservation may be presented for action at the annual meeting of the association. Soil and water conservation districts, regional associations, of SWCDs and IASWCD standing committees may submit resolutions. All resolutions must be received at the IASWCD state office by August 1. The vice president of the association shall convene a resolutions committee consisting of a representative of each of the association's standing committees for the purpose of screening and editing submitted resolutions. The resolutions must be returned to the SWCDs by November 1. The report of the resolutions committee will be part of the business agenda at the IASWCD annual meeting. Additional resolutions may be considered at the business meeting upon a motion approved by a three-fourths majority of the delegates present and voting. Additional resolutions need to be presented at the briefing session by a supervisor to be considered by the delegate body.

Section 16: Rules of Order

Meetings of the board of directors and of the association shall be conducted in accordance with Robert's Rules of Order unless inconsistent with any policy or special rule adopted by the association or the board of directors.

Section 17: Amendments

The by-laws may be amended, added to or repealed by a 2/3 vote of the quorum of eligible voting delegates present at the IASWCD annual meeting.