

**CONSTITUTION**

and

**Bylaws**

of the  
**Missouri Association of Soil  
and Water Conservation Districts**

December 17, 2013

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## CONSTITUTION AND 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 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 - Place of Business - Membership - Dues

#### Section 1: Authority.

The 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.

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The State Association 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 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 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 3: Membership.**

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

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**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.

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**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 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 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.

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**B.** All dues must be paid in full in order for Delegate or alternate to be eligible to vote.

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**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 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.

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**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 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.

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**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 in full for the current year is allowed one vote.

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

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**Section 2: Qualifications.**

The qualifications for voting delegates at Annual Association Meetings shall be that they must be one of the 5 County 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 in full 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.

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### 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 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. Directors and alternates shall be elected by members of each respective Area at Area Meetings in the even years for a 2-year term.

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**C. Nominating Committee.** A Nominating Committee shall be appointed by the Area Director and will provide a slate of nominees from Active Voting Member districts 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 in each respective area with the candidates being those on the slate of nominees and nominations from the floor. Directors and alternates nominated from the floor have 30 days for their District to become current with the MASWCD treasurer. 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 officers in even number years.

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C. The President appoints an election chairman to handle the election of President and 1<sup>st</sup>, 2<sup>nd</sup> and 3rd Vice-Presidents.

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D. At the Board meeting, during the Annual Meeting, the Director who becomes President shall be

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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. **Execufive 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 Association shall be final and a report thereof given to the Annual Meeting.

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**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 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 this Association, a candidate must be a duly elected member of the governing body of a local Soil and Water Conservation District and not on any state politically appointed or elected Board or Commission.

**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. 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.

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**Deleted:** **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.¶

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**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. ¶

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**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 Executive Director and Treasurer.

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**Section 4: Duties.**

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

- be the Chief Executive Officer of the Association.
- 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 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 Board of Directors during the President's term. The Past President shall be a non-voting member but does have the power to make and second motions.

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**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 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 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 at the Board Meeting prior to the

Annual Meeting.

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**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 book 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.



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**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 Executive Director of the Association

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**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.¶

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

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**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.¶

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**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.¶

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**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.¶

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**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.¶

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**PERSONNEL¶**

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**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.¶

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**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 ... [1]

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