

By-Laws of  
The National Conservation District  
Employees Association, Inc.

**ARTICLE I**

**NAME**

The name of this not for profit corporation shall be NATIONAL CONSERVATION DISTRICT EMPLOYEES ASSOCIATION, Inc. (NCDEA).

**ARTICLE II**

**PURPOSES**

**Section 1. Purposes.** To assist in developing and furthering the interest, objectives and purposes of the National Conservation District Employees Association, Inc.; to foster and promote charitable and educational purposes designed to further the principles of soil conservation and stewardship, water conservation and energy conservation; to provide, conduct and sponsor programs to aid individuals, groups, organizations, governmental bodies, associations and all entities in combating soil erosion and energy water waste; including for all such purposes the making of distributions to organizations under Section 501 (C) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

**Section 2. Financial Management.** No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a Association exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Association, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

The Association shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The Association shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal

tax laws.

The Association shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The Association shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The Association shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

**Section 3. Dissolution.** Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association, exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

### **ARTICLE III**

#### **ORGANIZATION UNITS**

**Section 1. Organization.** Consists of all full-time and part-time Soil and Water Conservation District Employees, Tribal Conservation Districts and Natural Resource Conservation District Employees in the United States of America who serve under the direction of the legally organized Conservation Districts within the United States, Virgin Islands, Puerto Rico, Guam, Commonwealth of the Northern Mariana Islands, American Samoa, Federated States of Micronesia, District of Columbia, and the Republic of Palau.

**Section 2. Board of Directors.** The Board of Directors consists of one representative from each of our seven regions plus the following officers: President, Vice President, Secretary, Treasurer, and Past President. For the purpose of providing geographic representation on the Board of Directors, Districts are grouped into seven (7) regions with one director from each region. The Regional Director shall be elected by the acting voting membership of their respective states or regions, and shall be referred to as members of the Board of Directors hence forth. The officers consisting of the President, Vice President, Secretary, Treasurer, and a Member At Large are nominated by the nominating committee, which is chaired by the immediate past president. The officers and member at large are then elected by the board of directors. Notification of the proposed slate of officers shall be sent to the Board of Directors 30 days prior to the annual meeting.

**Section 3. Executive Committee.** For the purpose of coordinating the work of the Association, the Executive Committee of the Association shall consist of the President, Vice President, Secretary, Treasurer, one At Large Member from the Regional Directors, and Immediate Past President of the National Conservation Districts Employee Association, Inc. For the purpose of coordinating the work of the Officers of the Association, the Nation shall be divided into seven (7) Regions, consisting of Northeast, Northwest, North Central, Northern Plains, Pacific, Southeast, Southwest, and South Central United States.

**Section 4. General Powers.** The business, property and affairs of the Association shall be managed by its Board of Directors.

## **ARTICLE IV**

### **OFFICES**

The Association shall have and continuously maintain in this State of Kansas a registered office and a registered agent whose office is identical with such registered office, and shall have other offices within the United States of America as the Board of Directors may from time to time determine.

## **ARTICLE V**

### **MEMBERS**

**Section 1. Membership Classes.** Members of NCDEA are full-time and part-time employees who serve under the direction of the legally organized Conservation Districts and Tribal Conservation Districts in the United States, and those Conservation Districts incorporated as separate corporate bodies under an Enabling Act of the laws of the United States for the Virgin Islands, Puerto Rico, Guam, and the Northern Mariana Islands, American Samoa, Federated States of Micronesia, District of Columbia, and the Republic of Palau. Voting shall take place by Region, and each Region shall be represented by one director and each director shall have one vote, as a Director of the Board.

Cooperating sponsors of the Association shall consist of any individual, company, corporation or agency interested in supporting, either financially or through active participation, the purposes of the Association. Cooperating sponsors shall not be entitled to vote.

The individuals, companies, corporations or agencies interested in obtaining membership as a cooperating sponsor shall make application to the Board of Directors for such membership and the Board of Directors shall act on such application at their next regular or special meeting or such other meeting as shall be convenient for such action.

## **ARTICLE VI**

### **MEETINGS**

**Section 1. Annual Meeting.** The annual meeting of the Board of Directors of the Association shall be held at such time and place as may be designated by the President and the Executive Committee of the Association. The Annual Meeting of the Board of Directors shall be held in the first quarter of each year to conduct the business of the Association.

**Section 2. Mid-Year Board Meeting.** The mid-year board meeting of the Board of Directors of the Association shall be held in the second quarter of each year to conduct the business of the Association.

**Section 3. Special Meetings.** Special meetings of the Board of Directors may be called at any time by the President, or by a majority of the Board of Directors. The President shall call a special meeting for the purpose of and within such time as shall be set forth in the written request. Notice of the special meeting shall be given in the same manner as herein provided for regular meetings. No business may be transacted at a special meeting other than that stated in the call. Special meeting(s) of the Executive Committee may be called by the President or a majority of the Executive Committee.

**Section 4. Conference Call Meetings.** Any meeting called by the Board of Directors may be held by conference call. Conference call board meetings will follow Robert's Rules of Order according to Article XV.

**Section 5. Place of Meeting.** The place of meeting for any annual meeting, mid-year board meeting, or special meeting will be held within the United States of America.

**Section 6. Notice of Meetings.** Notification stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than forty (40) days before the date of the meeting to each member entitled to vote at such meeting.

**Section 7. Quorum.** A quorum shall consist of a majority of the members of the Board of Directors. Four members of the Executive Committee shall constitute a quorum for a special meeting of the Committee.

**Section 8. Qualifications.** Those qualifying as voting members of the Board of Directors shall include the regional directors, appointed/elected by their respective region's District Employees governing body and the officers elected by the Board of Directors at the NCDEA Annual Meeting.

**Section 9 Voting.** Each member of the Board of Directors shall have one vote on each matter submitted for a vote. The President shall be allowed to vote in the case of breaking a tie vote. Voting shall be accepted via conference calls, webinar, email or other electronic avenues, and in person. Voting by proxy shall not be permitted.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

**Section 1. Number, Tenure.** The Board of Directors of the Association shall consist of a twelve (12) person Board. The Board of Directors shall be made up from the seven (7) Regions, with each Region having one Director. One Regional Director shall also serve as a Member At Large on the Executive Committee along with the President, Vice President, Secretary, Treasurer, and Past President.

**Section 2. Notice.** The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of such meeting.

**Section 3. Quorum.** The presence of a majority of the Board of Directors constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the Board is present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 4. Vacancies.** Any vacancy occurring in the regional members of Board of Directors must be filled by the respective region. Seven (7) alternate directors shall be selected by each Region in the same manner as directors, but shall serve only in the event of the inability or absence of the duly selected director.

## **ARTICLE VIII**

### **OFFICERS**

**Section 1. Number.** The officers of the Association shall be President, Vice President, Secretary, Treasurer, and Immediate Past President of the National Conservation District Employees Association, Inc. No more than two (2) officers can be from the same region.

**Section 2. Election and Qualification of Officers.** The officers of the Association shall be elected by the Board of Directors at the annual meeting. The Secretary and Treasurer need not be members of the Board of Directors. To run for the office of President and Vice President, you must have served or be presently serving as a member of the NCDEA Board. The term of President, Vice President, Secretary, Treasurer, and Member At Large shall be one (1) year. Each officer may serve up to four terms in the same office. All officers shall hold their office until their successors shall have been duly elected and qualified.

**Section 3. Vacancies.** A vacancy in any office (with the exception of the office of President) because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

**Section 4. President.** Under the authority and subject to the direction of the Board of Directors, the President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. The President shall perform all duties incident to the office of President and all duties which the Board of Directors may prescribe from time to time. The President shall be responsible directly to the Board of Directors. The President shall carry out or cause to be carried out all the policies of the Association.

**Section 5. Vice President.** In the absence of the President or in the event of the inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President, in cooperation with the Member At Large, shall be responsible for new Board Member orientation within 30 days of accepting the office. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

**Section 6. Treasurer.** The Treasurer shall have custody of all Association funds and securities and shall keep in books belonging to the Association full and accurate accounts of all receipts and disbursements and shall deposit all moneys, securities and other valuable effects in the name of the Association in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Board of Directors at the regular meetings of the Board, and whenever requested by them, an account of all transactions as Treasurer and of the financial condition of the Association. A monthly Financial Report shall be prepared and sent to the President, Vice President, Secretary, Past President, Member At Large, Executive Director and appointed archive representative. In general the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

**Section 7. Secretary.** The Secretary shall keep the minutes of all meetings in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; shall be custodian of the Association records. Minutes of all meetings of the Board of Directors shall be prepared and sent to the members of the board of directors. The Secretary shall keep a register of the post office address of each member of the Board of Directors which shall be furnished to the Secretary by such member and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

**Section 8. Past President.** The Past President shall monitor meetings for Bylaws and Policy consistency. The Past President shall chair the nominating committee, notify each nominee, and make sure they are willing to run for office and conduct the NCDEA election at the Annual Meeting each year. The Past President shall also install the new officers following the election. The Past President shall participate on the internal audit committee on an annual basis, and ensure its completion before each annual meeting. The Past President will be a

mentor and assist with training for officers and possible leaders. The Past President shall perform other duties that, from time to time, may be assigned by the President or by the Board of Directors.

**Section 9.** Member At Large. The Member At Large is a currently serving Regional Director elected by the NCDEA Board to serve as a member of the Executive Committee. The Member At Large shall inform the regional directors of actions taken by the Executive Committee and provide feedback. The Member At Large, in conjunction with the Vice President, shall ensure that all new Board Members receive proper orientation within 30 days of accepting the office. The Member At Large shall perform other duties that, from time to time, may be assigned by the President and NCDEA Board of Directors.

## ***ARTICLE IX***

### **COMMITTEES**

**Section 1.** **Committees.** The President shall be ex-officio member of all committees except the nominating committee. Members of standing and special committees of this Association shall be appointed in such numbers and for such purposes as may be deemed necessary by the President.

**Section 2.** **Nominating Committee.** The Nominating Committee for the election of officers shall consist of the Immediate Past President and a minimum of three (3) members selected from the regions by the Nominating Committee Chair. No region shall have more than one (1) member on the committee.

## ***ARTICLE X***

### **COMPENSATION**

The members of the Board of Directors and committee members shall serve without compensation from the Association but are eligible for reimbursement for pre-approved, reasonable, specific expenses incurred associated with the execution of their duties.

## ***ARTICLE XI***

### **EXECUTION OF INSTRUMENTS**

**Section 1.** **Checks.** All checks, drafts and orders for payment of money shall be signed in the name of the Association and shall be countersigned by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

**Section 2.** **Contracts and Conveyances.** When the execution of any contract, conveyance or other instrument has been authorized without specifications of the executing officers, the President, Vice President, Treasurer, Secretary, and the Executive Director may execute the same and in the name and on behalf of the Association.

## **ARTICLE XII**

### **AMENDMENTS**

These By-Laws may be amended, repealed or altered at any regular or special meeting of the Board of Directors of the Association by an affirmative vote of two-thirds of the voting members present at the meeting provided that notice of the proposed amendment is sent to each member of the Board of Directors 30 days prior to the meeting.

## **ARTICLE XIII**

### **FISCAL YEAR**

The fiscal year of the Association shall begin with the first day of January in each year and end on the thirty-first day of December in each year.

## **ARTICLE XIV**

### **ORDER OF BUSINESS**

The proceedings of the Association shall be conducted under and pursuant to Roberts Rules of Order.

## **ARTICLE XV**

### **REGIONS**

The National Conservation District Employees Association, Inc., shall be grouped into seven (7) Regions:

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

**North Central:** Wisconsin, Ohio, Missouri, Minnesota, Michigan, Iowa, Indiana,



and Illinois

**Northern Plains:** North Dakota, South Dakota, Montana, Nebraska, and Kansas

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

**South Central:** Arkansas, Louisiana, Oklahoma, and Texas

**Southwest:** Arizona, Colorado, New Mexico, Utah, Wyoming, and Nevada.

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

## **ARTICLE XVIII**

### **INDEMNIFICATION**

**Section 1.** The Association may, by resolution of the Board of Directors, provide for indemnification by the Association of any and all of its Directors, Executive Committee or former Board of Directors, Executive Committee 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 of; or a party, by reason of having been Directors, or Executive Committee Members of the Association, except in relation to matters as to which such Director, Executive Committee Member or Officer or former Director, Executive Committee 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.

**Section 2. 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 Board of Directors shall execute fidelity bonds in favor of the Association in such sums as the Board of Directors 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 Board of Directors, 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.

