



MONTANA ASSOCIATION of
CONSERVATION DISTRICTS

We're growing Montana's future.

By-Laws

Adopted November 19 ,2015

BY-LAWS

Article I

Name and Location of Association

The name of the Association is the Montana Association of Conservation Districts. It shall maintain its principal office for the transaction of business at 1101 11th Avenue, Helena, Montana 59601, but may have other offices at such other places as the board of directors may from time to time appoint, or the business of the Association may require.

Article II

Association as an Incorporated Entity

The Association is a non-profit, non-partisan organization, incorporated under the laws of the state of Montana. The Association is organized to conduct any and all lawful business for which a corporation under section 501(c) (4) of the Internal Revenue Code - or any corresponding section of a future federal tax code – can be organized.

Article III

Purpose

A. The Association is organized to plan, promote, and consummate a comprehensive system of natural resource conservation for the state of Montana through local conservation districts. It is organized to promote social welfare and operated to further the common good and general welfare of the conservation districts and the people they serve. To these ends it will cooperate with other entities and organizations working for the same objectives on an area, statewide, regional, or national basis.

B. The Association will exchange information relating to the administration and operation of conservation districts and otherwise promote their welfare and that of the people therein, promote the interests and activities of civic, educational, and other organizations involved in soil and water conservation, and otherwise aid in the prevention and control of soil and water erosion and the efficient use and conservation of soil and water resources.

C. The Association will provide such other support relating to any activity or program of the conservation districts as may be imposed by the laws of Montana on the conservation districts.

D. The Association will carry out the purposes and exercise the powers of the Association as set forth in its Articles of Incorporation and as may be established by these By-Laws and any amendments thereto.

Article IV

Membership

A. Each conservation district organized under the provisions of the Montana conservation district laws is a member of the Association.

B. An individual, a government entity, or a business organization may become an affiliate non-voting member of the Association. An individual life membership may be purchased at an amount set by the board of directors. Dues for an affiliate membership or an individual life membership shall be set by the board of directors as provided in Article XII. Dues.

Article V

Officers

A. Officers of the Association consist of a president, vice president, treasurer, and secretary elected by the board of directors. The officers shall serve for two-year terms. Both the president and the vice president must be directors, but the treasurer/secretary need not be a member of the Association. Neither the president nor vice president may hold office for more than four years in succession, and a period of two years from the end of their term of office must elapse before they may again become eligible for election to the same office. Officers may be elected for the remainder of a term by the board of directors at any regular or special meeting whenever a vacancy occurs.

B. Any officer may be removed at any time by the affirmative vote of a majority of the whole board.

C. All officers shall be bonded.

Article VI

Duties of Officers

A. The president is the executive head of the Association, and presides at all meetings of the executive committee and the board of directors. The president appoints membership to ad hoc committees, the chairs of all committees, and is an ex-officio voting member of all committees. The president shall execute bonds, mortgages, loans and other contracts and legal instruments, which have first been approved by the board of directors. When an instrument requires a signature of the president it shall be attested to by the signature of the secretary.

B. The vice president performs the duties of the president in the president's absence or when the president is unable to serve.

C. The treasurer receives and disperses such moneys as may be directed by the president and board of directors. All checks and investments must be signed by the treasurer or by any officer or employees as designated by the treasurer. All checks and investments must be signed by two of the qualified individuals identified in this Article.

D. The secretary keeps minutes and maintains the records for the Association and the board of directors, and furnishes to the membership information pertaining to the activities of the Association. The proceedings of annual, special, and board meetings are submitted by the secretary and signed by the president. The secretary attests to the signature of the president whenever an instrument requires the signature of the president. Unless otherwise provided for, the treasurer serves as the secretary.

Article VII

Executive Committee

A. The executive committee of the Association consists of seven members: president, vice president, immediate past president, and four members of the board of directors appointed by the president.

B. The executive committee conducts the affairs of the Association between meetings of the board of directors and/or members of the Association.

C. Executive committee members are ex-officio voting members of all standing committees.

D. The executive committee may hire an executive officer and such other employees of the Association and set the duties and responsibilities of the executive officer and employees. The executive committee shall supervise all officers, agents and employees and see that their duties are properly performed.

E. The executive committee must approve all out-of-state travel for directors, officers, committee chairs, executive director and employees of the Association.

Article VIII

Board of Directors

A. A board of eighteen directors, made up of three directors from each of the six district areas listed in Subsection B, constitute the governing body of the Association. A conservation district may have only one director on the board of directors. Initially each

district area will elect three directors for two-year terms. In the event of a vacancy a director shall be appointed to fill the remainder of the term of a vacancy as provided in Subsection C.

B. The district areas are: Area 1—Daniels, Garfield, McCone, Petroleum, Roosevelt, Sheridan, and Valley conservation districts; Area 2—Carter, Dawson, Little Beaver, Custer, Powder River, Prairie, Richland, and Wibaux conservation districts; Area 3—Big Sandy, Blaine, Cascade, Chouteau, Fergus, Glacier, Hill, Judith Basin, Liberty, Phillips, Pondera, Teton, and Toole conservation districts; Area 4—Big Horn, Carbon, Lower Musselshell, Rosebud, Stillwater, Sweet Grass, Treasure, Upper Musselshell, and Yellowstone conservation districts; Area 5—Bitterroot, Deer Lodge Valley, Eastern Sanders, Flathead, Granite, Green Mountain, Lake, Lincoln, Mineral, Missoula, and North Powell conservation districts; and Area 6—Beaverhead, Broadwater, Gallatin, Jefferson Valley, Lewis and Clark, Madison, Meagher, Mile High, Park, Ruby and Valley conservation districts.

C. The election of directors takes place at Association area meetings, the time and place of which will be announced by the president of the Association. Each district will have one vote for election of its area director. A director will take office at the beginning of the Association's regular annual meeting and, except as provided in Subsection A, will hold office for two years, or until a successor has been elected and qualified. Vacancies on the board will be filled by appointment of the president, with the concurrence of the majority of the executive committee.

Article IX

Duties of Board of Directors

A. The Association's powers, business and property shall be exercised, conducted and controlled by the board of directors. Without prejudice to the general powers and other powers conferred by the Articles of Incorporation and these By-Laws, the board of directors shall have the following powers, namely:

1. From time to time to make and change rules and regulations not inconsistent with the Articles of Incorporation and these By-Laws for management of the Association's business affairs;
2. To lease, purchase or otherwise acquire in any lawful manner, including but not limited to the borrowing of money, for and in the name of the Association, any and all real estate and other property, rights, or privileges, whatsoever deemed necessary or convenient for the prosecution of its business, and which the Association is authorized to acquire, at such price or consideration and generally on such terms and conditions as they think fit, and at their discretion to pay therefor either wholly or partly in money, stock, bonds, debentures, or other securities of the Association;
3. To sell or dispose of any real or personal estate, property, rights, or privileges belonging to the Association whenever in their opinion its interest would be thereby promoted.

B. It is the duty of the board of directors to effectuate all policies and programs. The board of directors may adopt amendments to the By-Laws as it deems necessary or desirable for the governance of the Association.

C. The board of directors will elect a national Association board member for a two-year term. The board member may be re-elected by the directors, provided the person is a conservation district supervisor.

D. It is the duty of the board of directors to cause to be kept a complete record of all their minutes and acts.

Article X

Board of Director's Meetings

Meetings of the board of directors may be held at any time as set by a quorum of the board of directors which is nine members. Actions of the board of directors are executed by a majority of the members present. Meetings may be held telephonically or electronically.

Article XI

Association Regular Meetings and Special Meetings

A. Regular Association meetings shall be held once a year at a time and place to be selected by a majority vote of the the conservation districts present at the annual meeting. In selecting the time and place of meeting, each district in attendance is entitled to one vote.

B. A member must be given at least ten days advance written notice of the time and place of the regular meeting by the secretary.

C. Regular meetings shall have time designated for conducting the business of the Association. At any business meeting, a resolution proposed to modify Association policy must previously have received consideration at an Association area meeting or standing committee meeting.

D. Special meetings may be called by the executive committee or a majority of the directors. Written or electronic notice of a special meeting shall state the time, place and purpose of the meeting, and be sent by the secretary to each member of the Association at least ten days prior to the special meeting. No business may be transacted at any special meeting except as stated in the notice thereof, unless a majority of the member conservation districts are present and a motion is made to consider business other than

that stated in the notice and approved by two-thirds of the districts present either in person or via telephone or electronically.

E. Representation by one supervisor from a majority of the conservation districts in the state which have paid dues to the Association for the current year, or have been excused from dues payment by the executive committee, constitutes a quorum for the transaction of business at any regular or special meeting. The concurrence of a majority of the conservation districts present which are current in payment of dues, unless excused, will be necessary for the determination of all questions at issue except amendments to these By-Laws for which a vote of two-thirds of the qualified districts will be required, as set out in Article XIV. By-Laws and Amendments.

Article XII

Dues

A. The Association dues are established and assessed annually by the board of directors. The executive committee upon written application by a conservation district may excuse payment of the dues or allow the partial payment of dues upon good cause shown. Good cause must relate to lack of services provided by the Association to the conservation district or documentation of lack of funds of a conservation district to pay all or a portion of assessed dues.

B. A conservation district that pays dues to the Association, has been excused from payment of dues to the Association for the current year, or has been allowed to pay partial dues for the current year may attend all special and regular meetings and exercise the right to vote under the By-Laws of the Association. Receipt of partial payment of dues does not necessarily excuse a district from further dues payment unless specifically stated in executive committee minutes.

C. A conservation district that does not pay dues to the Association, or has not been excused by the executive committee for payment of partial dues for the current year, may attend a general or special meeting of the Association but may not vote on any issue or bring forward a resolution at the area meetings or general or special meetings. Individual supervisors from non-dues-paying districts may participate in committees at the discretion of the president.

D. Dues for affiliate memberships are established annually by the board of directors for individuals and for business organizations and government entities. Dues paid for the year after July 1st will be established at one-half the regular amount for the first year. A dues payment for an individual life membership may be established by the board of directors. Any amount paid above the established rate will be treated as a donation.

Article XIII

Standing Committees

- A. There are four standing committees:
1. District Operations
 2. Education
 3. Water Resources
 4. Soil Resource and Land Use
- B. The appointment and action of committee membership is as follows:
1. The president shall select a chair who will be responsible for the on-going business of the standing committee.
 2. Districts may nominate supervisors to be on a standing committee.
 3. The president will appoint supervisors to committees for a two-year term to coincide with the term of the president.
 4. No supervisor may serve on two standing committees.
 5. All supervisors may serve on a standing committee and attend all standing committee meetings.
 6. All actions of the standing committee is by majority vote of its membership in attendance at the meeting.
- C. Following the annual convention, the president shall request standing committee nominations, which are to be made by January 1 of the first term of presidency, when the term of office of two years begins.
- D. The purpose of a standing committee is to consider resolutions for Association policy changes and to make other policy recommendations to the board of directors or to the body of the Association as necessary. Committees may also work to address these policy recommendations or other issues pertinent to the committee and conservation districts.
- E. In addition to the standing committees, two special committees will serve at the pleasure of the president:
1. A finance committee consisting of six members appointed by the president, whose charge will be to handle financial matters of the Association and its office. Unless otherwise provided for, the executive committee will serve as the finance committee, and the treasurer will serve as the finance committee chair.
 2. A legislative committee consisting of a chair and an action committee of six members appointed by the president, plus coordination members appointed by each conservation district board. The action committee's duties are to conduct the legislative affairs of the Association. The coordination members will act as contact persons to districts and legislators. Unless otherwise provided for, the executive committee will serve as the legislative action committee.
- F. Supervisors may hold both a standing committee and a special committee appointment simultaneously. Association officers and directors are eligible to serve on standing and special committees in any capacity. A quorum for a standing or special committees is one-fourth of the membership of the committee.

G. The president may appoint and disband ad hoc committees made up of Association members and nonmembers to address special issues as necessary. Ad hoc committees make recommendations to the board of directors. A quorum for an ad hoc committee is one-half of the membership of the committee. The acts of an ad hoc committee are executed by a majority vote of the membership in attendance at a meeting.

Article XIV

By-Laws and Amendments

A. As required by the Articles of Incorporation the initial By-Laws are adopted by the board of directors.

B. By-Laws may be adopted, amended or repealed by a majority vote of the board of directors or by two-thirds majority vote of all qualified districts at the annual or special meeting of the Association.

Article XV

Fiscal Year

The fiscal year shall begin the first day of October in each year.

The undersigned does hereby certify that the above and foregoing By-Laws were duly adopted by the directors as the By-Laws of said Association on the ____ day of _____, 2015, and that the same do now constitute the By-Laws of this Association.

President

ATTEST:

Secretary