



## **ARTICLES AND BYLAWS**

# **WASHINGTON ASSOCIATION OF CONSERVATION DISTRICTS**

**Approved December 2, 2015**



## ARTICLES AND BYLAWS

### WASHINGTON ASSOCIATION OF CONSERVATION DISTRICTS

#### ARTICLES

##### ARTICLE I

The name of this organization shall be the Washington Association of Conservation Districts, hereinafter referred to as “the Association”. The official abbreviation of its name shall be WACD.

##### ARTICLE II

The objectives of the Association shall be to:

**Section 1** - Exchange information relating to the fulfillment of the purpose and role of conservation districts and promote and facilitate cooperation and communication among such districts;

**Section 2** - Cooperate and partner with the National Association of Conservation Districts, the Washington State Conservation Commission, and the USDA Natural Resources Conservation Service;

**Section 3** - Inspire and educate the Board supervisors of conservation districts to a full understanding and acceptance of their responsibilities for leadership and local governance;

**Section 4** - Promote active cooperation between conservation districts and county, state, and federal agencies and other organizations in the conservation of renewable natural resources, and serve as an advocate for the role of conservation districts in partnership with these entities;

**Section 5** – Strengthen the basic principle that a function of government is to serve its citizens and communities, and promote the application of that principle in the activities of conservation districts;

**Section 6** - Seek public assistance only for conservation work which is in the public interest and which land users need to perform, and promote technical competency of conservation district staff providing conservation assistance;

**Section 7** - Seek effective support and cooperation for conservation districts wherever it may be found – in government, industry, labor, and commerce, in farm, civic, environmental, tribal and conservation organizations, educators, and in all other segments of American society;



**Section 8** - Supply reliable information about the purposes and activities of conservation districts to the media; to national, state, and local legislative bodies; to farm organizations and agricultural leaders; and to all other organizations and leaders concerned with these purposes and activities;

**Section 9** - Assist all public agencies concerned with the conservation and development of renewable natural resources to render effective service to the people of Washington State and the nation;

**Section 10** – Deliver such services, programs and assistance as directed by member conservation districts and supported by available resources;

**Section 11** – Maintain and improve association communication and operating policies and procedures as required to render effective service to conservation districts.

### ARTICLE III

The principal place of business or official address of the Association shall be located at such a place as is designated from time to time by the Board of Directors.

### ARTICLE IV

**Section 1** - Officers of the Association shall consist of the President, Vice-President, immediate Past President, Secretary-Treasurer, and National Director.

**Section 2** - The Board of Directors of the Association shall consist of the officers of the Association, the President of the Washington Association of District Employees or designee, and two supervisors representing each of the six conservation district Area Associations designated as follows:

**Northwest Area Association:**

Whatcom	Snohomish
Skagit	King
San Juan Islands	Kitsap
Whidbey Island	Pierce
Clallam	Jefferson County

**Southwest Area Association:**

Mason	Lewis County
Thurston	Cowlitz
Grays Harbor	Clark
Pacific	Wahkiakum



**North Central Area Association:**

Okanogan	Foster Creek
Cascadia	South Douglas
Adams	Grant County

**South Central Area Association:**

Kittitas County	South Yakima
North Yakima	Benton
Franklin	Central Klickitat
Underwood	Eastern Klickitat

**Northeast Area Association:**

Ferry	Stevens County
Spokane County	Pend Oreille
Lincoln County	

**Southeast Area Association:**

Pine Creek	Walla Walla County
Whitman	Asotin County
Palouse-Rock Lake	Columbia
Palouse	Pomeroy

**Section 3** - The Executive Committee shall consist of the officers of the Association.

**Section 4** – For purposes of these bylaws, the regions of the state shall include: 1) the eastern region, comprising districts of the Southeast and Northeast Area Associations; 2) the central region, comprising districts of the South Central and North Central Area Associations; and, 3) the western region, comprising districts of the Southwest and Northwest Area Associations, as designated in Section 2 of this Article.

**ARTICLE V**

**Section 1** – The Association may be dissolved by operation of law or by a two-thirds (2/3) vote of the member conservation districts. No part of the net earnings of the Association shall inure to the benefit of any director of the Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes), and no director of the



Association, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association.

**Section 2** - Upon dissolution of the Association or the termination of its affairs, the assets of the Association shall be distributed to the individual conservation districts in proportion to the dues paid by each district in the previous year.



## BYLAWS

### PART I

The objectives for which the Association is formed are as set forth in the second article of the Articles of Incorporation.

### PART II

**Section 1** - Every conservation district whose dues are fully-paid for the current fiscal year at the commencement of the WACD Annual Meeting shall be deemed to be a member of this Association, unless membership is expressly declined by the conservation district by written notice to the Association.

The Association, by June 15 of each year, shall provide each conservation district with the annual dues assessment calculation based upon the Basic Funding Match Program Application on file with the Washington Conservation Commission on June 1. The annual conservation district dues shall be as follows:

- \_ the 5 districts with the highest dollar figures shall have a WACD dues assessment of \$5,520
- \_ the 5 districts with the next highest figures shall have a WACD dues assessment of \$5,040
- \_ the 7 districts with the next highest figures shall have a WACD dues assessment of \$4,560
- \_ the 7 districts with the next highest figures shall have a WACD dues assessment of \$4,080
- \_ the 7 districts with the next highest figures shall have a WACD dues assessment of \$3,600
- \_ the 7 districts with the next highest figures shall have a WACD dues assessment of \$3,120
- \_ the 4 districts with the next highest figures shall have a WACD dues assessment of \$2,640
- \_ the 3 districts with the lowest figures shall have a WACD dues assessment of \$2,160

**Section 2** - There shall be voting members who are eligible to vote on official business at Association meetings. Voting members shall be officially elected or appointed conservation district supervisors, or volunteer associate supervisors as specified in this section, representing conservation districts whose dues are fully-paid for the current fiscal year at the commencement of the WACD Annual Meeting.

A volunteer associate supervisor is a person who assists the conservation district board with its activities, who shall meet the same eligibility requirements of a supervisor as stated in 89.08 RCW, and whose status as an associate supervisor has been established by formal motion of the local board.

Volunteer associate supervisors shall be eligible to vote at Association meetings, within limitations of Part III, Section 5, upon presentation to the Secretary-Treasurer of a properly signed letter from the Board of Supervisors for their conservation district authorizing them to act as a voting member for their district at that meeting.



Employees of conservation districts are not eligible to be designated as a volunteer associate supervisor. Employees of conservation districts are not eligible to be designated as a voting member.

**Section 3** - There shall be non-voting members. The non-voting members shall be those persons, firms, associations, or corporations who shall apply for such membership and shall make the required financial contribution to the Association.

Those who contribute \$100.00 per year shall be non-voting-affiliate members; those who contribute \$101.00 to \$499.00 per year shall be non-voting supporting members; and those who contribute \$500.00 per year or more shall be non-voting sustaining members.

**Section 4** - There shall be honorary members. Honorary members shall be individuals selected by the Executive Committee and so recognized at annual meetings. Each shall be given a suitable certificate for his or her interest, efforts, and cooperation with conservation districts and the program of the Association.

Honorary members shall be non-voting and shall not be required to pay dues.

**Section 5** – The WACD official website shall be the official communication of the Association.

### PART III

#### Meeting of Members

**Section 1** – The WACD Annual Meeting shall be held at a time and place designated by resolution of the Board of Directors.

**Section 2** - Each conservation district and each voting member shall be officially notified fifteen or more days in advance of the time and place of the WACD Annual Meeting.

**Section 3** - Special meetings of the membership may be called by the President upon request of a majority of the Board of Directors, or upon petition from five member conservation districts. Notice of special meetings shall state the time, place, and purpose of the meeting and shall be provided to each conservation district and to each voting member of the Association at least ten (10) days prior to such a meeting. No business shall be transacted at any special meeting except as stated in the official notice thereof, unless a motion to consider business other than that stated in the notice is approved by two-thirds majority of the voting members present. In such event, no final decision shall be made on such additional (non-noticed) considered business.



**Section 4** - A quorum must exist at any meeting of the Association at which official business is to be conducted. For the WACD Annual Meeting, or a special meeting of the membership, a quorum shall consist of the voting members present.

**Section 5** - Each voting member present at Association meetings shall be entitled to one vote. However, there shall be no more than five (5) votes cast by voting members from any one conservation district. It shall be up to that conservation district to decide who shall cast their five (5) votes. If there are more than five voting members present from any conservation district, it shall be up to that conservation district to decide how their five (5) votes shall be cast. Only persons representing conservation districts whose dues are fully-paid for the current fiscal year at the commencement of the WACD Annual Meeting shall be entitled to vote at the WACD Annual Meeting.

**Section 6** - Voting members shall be identified at the WACD Annual Meeting and special meetings as specified by the Executive Committee.

**Section 7** - There shall be a Nominating Committee, chaired by the immediate past president. The Nominating Committee's membership shall include one supervisor representing each Area Association. It shall prepare and present to the membership present at the WACD Annual Meeting nominees for the positions of President, Vice-President, Secretary-Treasurer and National Director as needed, and as appropriate, any recommendations for regional supervisor-elected Conservation Commission member.

**Section 8** - Roberts Rules of Order, latest edition, shall be the governing parliamentary law of the Association except as otherwise provided herein in Articles or By-Laws of the Association. The Association shall identify an official Parliamentarian to assist in maintaining proper order for Association business activities at the WACD Annual Meeting and special meetings.

## **PART IV**

### **Officers**

**Section 1** - Officers of the Association shall consist of the President, Vice-President, immediate Past President, Secretary-Treasurer, and National Director.

**Section 2** - The officers shall be elected by ballot by majority vote of eligible voters at the WACD Annual Meeting and must be voting members of the Association. No officer may hold two positions on the Association's Board of Directors other than service by an officer as alternate National Director.





**Section 3** - In the event that there are no nominations from the floor, and the voting membership wishes to forego a ballot vote as indicated by a motion duly passed by a two-thirds majority, the chairperson shall call for a motion to elect the nominees designated by the Nominating Committee.

**Section 4** - Each officer shall take office at the close of the last session at the regular annual meeting of the Association and shall serve a one-year term, with the exception of the National Director and Secretary-Treasurer who shall serve a two-year term. Officers shall be eligible to stand for re-election to a second consecutive term only once.

**Section 5** - In the event of a vacancy of any office of the Association, the vacancy shall be filled by the Board of Directors with exception of the office of the President. A vacancy shall be filled by appointment of a conservation district supervisor who is a voting member of the Association to fill the remainder of the unfilled term of the vacated office. Such appointment shall be by majority vote of the Board of Directors at a regular or special meeting. Upon vacancy in the office of the Immediate Past President, the Board of Directors shall appoint a past president to serve the remainder of the unfilled term. Upon vacancy in the office of the President, the Vice-President shall assume that office.

**Section 6** - The officers of the Association shall serve without compensation, but shall be entitled to reimbursement for their travel and other expenses incurred in connection with their official duties as approved by the President and consistent with the written policies and procedures as set forth by the Association.

**Section 7** - The elected officers of the Association shall be conservation district supervisors for their full term as an officer. It is preferred, but not required, that elected officers have previous leadership experience.

**Section 8** - The National Director shall be a district supervisor with a conservation district that is a member of the Association and the National Association of Conservation Districts (NACD). Any person holding a full-time salaried position in a conservation district, or in the Washington State Conservation Commission, or in any local, state, federal or tribal government agency or agencies of U.S. affiliated island governments directly assisting a conservation district, shall not be eligible to serve as National Director.

**Section 9** - Any member of the Board of Directors, who is unable or unwilling to carry out his or her respective duties, or who fails to attend more than two regular meetings of the Board of Directors during an Association fiscal year, or who, for cause, is unfit to perform his or her duties may be removed, upon notice, by an affirmative vote of a two-thirds majority of Board members present at a regularly scheduled or special Board of Directors meeting. In such case, the member's seat shall be deemed vacated,



and the Board of Directors shall make an appointment to serve the remainder of the unfilled term for that seat as directed in these bylaws. The Board of Directors may consider extenuating circumstances in allowing reasonable and justified opportunity for a Board member's continued participation.

## **PART V**

### **Elected Conservation Commission Members**

**Section 1** – Under RCW 89.08.030, the Washington State Conservation Commission includes four members representing conservation districts. This includes the Association President who is an ex-officio member, and three regional Conservation Commission members elected by conservation district supervisors to represent the eastern, central and western regions of the state. The three elected Conservation Commission members shall each be elected by ballot by majority vote of supervisors voting at the WACD Annual Meeting, and shall serve a three-year term. Each Conservation Commission member shall reside in that region of the state he or she is elected to represent.

**Section 2** - Unexpired terms of elected Conservation Commission members shall be filled in accordance with RCW 89.08.030.

## **PART VI**

### **Directors**

**Section 1** - The Board of Directors shall consist of the officers of the Association, the President of the Washington Association of District Employees (WADE) or designee, and two conservation district supervisors representing each of the six conservation district Area Associations, hereinafter referred to as area directors. (See Article IV, Section 2 of Articles of Incorporation). Directors of the Association shall be voting member conservation district supervisors from member districts, except for the President (or designee) of the Washington Association of District Employees (WADE).

**Section 2** - The area directors from each of the six conservation district Area Associations shall be elected at the annual Area Association meetings. One area director shall be elected in each area each year, with the positions within an area being elected in alternating years. The term of office of area directors shall be two years. An elected area director shall take office beginning upon the date of the annual Area Association meeting at which he or she is elected.



**Section 3** – When a sitting area director is elected as an Association officer, or a vacancy otherwise occurs in the position of area director, a new area director shall be appointed to fill the unexpired term of the vacant position as provided in the relevant area by-laws. The newly-appointed area director shall serve the remaining unexpired term for the vacant position, beginning upon the date of appointment by the Area Association’s Executive Committee and confirmation by the President.

**Section 4** - If an Area Association ceases to function or fails to elect an area director, the Board of Directors shall appoint a voting member supervisor from one of the member districts in the designated area to serve as area director.

**Section 5** – Regular meetings of the Board of Directors shall be established by resolution of the Board. Special meetings may be called by the President or by a majority of the Board of Directors by delivering a written notice to each director and as otherwise provided under RCW 42.30.080, as may be amended.

**Section 6** – For a meeting of the Board of Directors, a quorum shall consist of a majority of the Board of Directors.

**Section 7** – Area directors shall select a host conservation district chosen alphabetically on a rotating basis from among the member conservation districts of each Area Association to host and chair Area Association meetings for a one year period.

**Section 8** - The host conservation district of each representative Area Association shall call a meeting of the conservation districts within the Area Association at least once a year.

**Section 9** – No Area Association meeting shall occur within the period two weeks prior to the date of commencement of the WACD Annual Meeting.

## **PART VII**

### **Duties of the Board of Directors**

**Section 1** - The Board of Directors shall serve as the governing body of the Association between annual meetings of the membership.

**Section 2** – It shall be the duty of individual area directors to assist the Executive Committee of the Association in administering the policies and activities of the Association, and to assist their respective Area Association in carrying out its annual Area meeting, at a minimum attending the meeting.



**Section 3** - The area directors shall bring the problems and suggestions of their respective area conservation districts to the attention of the Board of Directors of the Association at regularly scheduled meetings or special meetings of the Board of Directors. This report shall be based on area directors' routine communication with conservation district chairs or designated supervisors, and may include conservation district resolutions under development within the area, results and issues associated with supervisor elections and appointments within the area, changes to Area Articles and Bylaws, Association governance issues, and other relevant matters.

**Section 4** - The area directors shall work actively with the Executive Committee to communicate with area conservation districts, focusing on district chairs or designated supervisors, on all issues of the Association of a state-wide or area-wide nature, and to bring to their area conservation districts such recommendations or requests as are adopted by the Association or as are distributed by the Executive Committee as directed by the Board of Directors and membership.

**Section 5** - It shall be the responsibility of area directors to communicate monthly by whatever means practicable with the district chair, or designated supervisor, of each member district affiliated with his/her Area. Area directors within an area may coordinate this activity as mutually agreed, and may arrange to attend district board meetings as practicable.

**Section 6** - It shall be the responsibility of the President of the Washington Association of District Employees (WADE), as a member of the Board of Directors, to bring technical and operational suggestions of conservation district employees to the attention of the Board of Directors, and to assist the Executive Committee in communicating with conservation district employees on all issues of the Association of a state-wide nature.

**Section 7** - The directors of the Association shall serve without compensation, but shall be entitled to reimbursement for their travel and other expenses incurred in connection with their official duties as authorized by the President and consistent with the written policies and procedures as set forth by the Association.

## **PART VIII**

### **Executive Committee**

**Section 1** - The Executive Committee shall consist of the four elected officers of the Association and the immediate Past President.

**Section 2** - The Executive Committee shall administer the policies of the Association as directed by the Board of Directors. The Executive Committee may only act consistent with the express authorizations of the Board of Directors. The Executive Committee may not exercise actual or de facto decision-making authority on behalf of the Board of



Directors, conduct hearings, or take testimony or public comment. The Executive Committee shall report to the Board of Directors as directed by the Board of Directors.

**Section 3** - The Executive Committee shall have the following administrative responsibilities:

- a) The Executive Committee shall make expenditures within the budgets approved by the Board of Directors, including expenditures to purchase and to rent real and personal property, seek and accept contributions, authorize contracts in the name of the Association, authorize the employment of auditors and provide for the issuance and distribution of the Association's publications.
- b) It shall develop a draft annual budget and submit the same at the June Board of Directors meeting for action by the Board of Directors.
- c) It shall advise the Board of Directors regarding the appointment of the Association's Executive Director, subject to final approval by the Board of Directors. Hiring of additional employees or consultants by the Executive Committee must be in accordance with the budget authorized by the Board of Directors. It shall review, and revise as necessary the recommendations submitted to it by the Secretary/Treasurer to establish the procedure governing reimbursement for travel and other expenses incurred by directors and employees, and present these items to the Board of Directors for approval in the form of written policies.
- d) It shall formulate and implement plans and programs for achieving the objectives of the Association as directed by the Board of Directors.
- e) It shall exchange information with district supervisors through area directors where practicable to facilitate leadership responsibilities of directors and district chairs.

**Section 4** - The Executive Committee may delegate to the Executive Director such administrative activities as it deems appropriate to carry out the day-to-day business affairs of the Association.

## PART IX

### President and Vice-President

**Section 1** - The President shall preside at all meetings of the Association, meetings of the Executive Committee, and meetings of the Board of Directors, and shall be the executive head of the Association.

**Section 2** - The Association Vice-President shall become familiar with the presidential duties, represent the President when requested, and assume the duties of the President in the event a vacancy shall occur because of death or resignation.



**Section 3** - The President shall serve as an ex-officio member of the Washington State Conservation Commission (RCW 89.08.030, as amended 1987). The President may delegate his or her authority as ex-officio member of the Commission to another officer.

**Section 4** - The President shall serve as alternate to the WACD National Director unless another officer has been appointed to serve in this position by the Board of Directors.

## **PART X**

### **Secretary-Treasurer**

**Section 1** - The Secretary-Treasurer shall be responsible for the official minutes of all meetings of the Association, the Executive Committee, and the Board of Directors. The Secretary-Treasurer shall furnish to the membership of the Association information pertaining to the activities of the Association.

**Section 2** - The Secretary-Treasurer shall receive and account for any and all moneys paid into the treasury of the Association and shall disburse such moneys as directed by the President and in accordance with a budget as approved by the Board of Directors.

## **PART XI**

### **National Director**

**Section 1** - The National Director shall represent the Association on the Board of Directors of the National Association of Conservation Districts (NACD).

**Section 2** - The National Director shall serve as an officer of the Association, nominated and elected in the manner as provided in Part IV herein.

**Section 3** - The National Director shall serve as a member of the Executive Committee of the Association.

## **PART XII**

### **Executive Director**

**Section 1** - The Executive Director shall be the Chief Executive of the Association responsible for the day-to-day business affairs of the Association, implementation of the budget, and ensuring that the policies, directives and programs authorized by the Board of Directors and administered by the Executive Committee are carried out. He/she shall be the supervisor of record and responsible for hiring and managing any and all



employees and consultants of the Association, as authorized by the Board of Directors and administered by the Executive Committee.

## PART XIII

### Committees and Task Forces

**Section 1** – The Board of Directors of the Association shall establish committees it deems necessary; establishing their type, function, and duration. The Association’s operating policies and procedures shall specify committee parameters, including committee operating procedures, and selecting committee chairs and members. Committees shall include permanent standing committees and special committees

dealing with Association operation, resolutions and related topics. Committees shall provide recommendations to the Board of Directors or Association membership, and are not authorized to exercise actual or de facto decision-making authority on behalf of the Board of Directors or Association membership, or to take action as that term is defined in RCW 42.30.020.

**Section 2** - Permanent, standing committees shall include the Executive Committee, Nominating Committee, Bylaws Committee and Plant Materials Center Administrative Committee.

**Section 3** – Committee members and chairs shall be as specified in these bylaws, or, where unspecified, as assigned by the President, and shall be voting member conservation district supervisors from member districts. The Board of Directors may allow participation by a representative from WADE on special committees and, as provided in these bylaws, on the Plant Materials Center Administrative Committee.

**Section 4** - The President of the Association shall establish short-term advisory task forces as deemed necessary and establish their membership, type, function, and duration as identified in the Association’s operating policies and procedures.

## PART XIV

### Plant Materials Center and Plant Materials Center Administrative Committee

**Section 1** – The Association may operate a conservation Plant Materials Center. The WACD Plant Materials Center shall provide plants and services to conservation districts and other conservation organizations. It is the intent of the Association that the Plant Materials Center is operated and managed to benefit all conservation districts, and to protect the long-term mutual viability of WACD overall and the Plant Materials Center.





**Section 2** – The Board of Directors shall retain authority to approve annual budgets, long range capitalization plans and other major policy decisions of the WACD Plant Materials Center. The WACD Plant Materials Center shall be administered by a five member administrative committee, which shall be appointed by the President. The WACD Plant Materials Center Administrative Committee members shall serve a five-year term, and may be appointed to a second consecutive term only once. Terms shall be staggered so that no more than one member is appointed in a single year unless a vacancy occurs. Three of the members shall represent eastern, central and western regions of the state respectively, and one additional member shall represent the Washington Association of District Employees. One additional member shall be an at-large appointment. Area directors may submit recommendations to the President for their respective regional members. The President shall appoint new members to complete unexpired terms.

**Section 3** – Duties of the Administrative Committee:

- a) Prepare and submit to the Board of Directors an annual budget for the WACD Plant Materials Center;
- b) Develop and submit to the Board of Directors Policies and Procedures for long-term operations of the WACD Plant Materials Center;
- c) Complete evaluations of full-time WACD Plant Materials Center employees and submit to the WACD Executive Director;
- d) Prepare job descriptions and hiring/firing recommendations for such full-time employees and submit to the WACD Executive Director;
- e) Recommend salaries and benefits for such full-time employees and submit to the WACD Executive Director; and,
- f) Approve procedures and management plans as required for daily WACD Plant Materials Center facility operations.

**Section 4** – For duties where the WACD Plant Materials Center Administrative Committee submits employee-related recommendations to the WACD Executive Director as supervisor of record, the Executive Director may delegate decision authority to the Plant Materials Center Administrative Committee to the extent approved by the Executive Committee.

## PART XV

### Affiliations

To promote productive and mutually beneficial relationships the Association shall accord to the Washington Association of District Employees (WADE), Washington Conservation Society, and other WACD-affiliated organizations, the privilege of presenting their issues at regular Association meetings. The Board of Directors is authorized to grant financial assistance to WADE, the Society, and to other WACD-affiliated organizations if mutual educational, technical proficiency or leadership benefits would result.





## PART XVI

### Amendments

Section 1 – There shall be a Bylaws Committee, chaired by the immediate past president, consisting at a minimum of one conservation district supervisor from the east, central and west regions of the state. Any proposed change to these Bylaws shall be reviewed by the Bylaws Committee which shall make recommendations to the Board of Directors. The Board of Directors shall approve any recommendations before any change is presented to the full membership at the WACD Annual Meeting for consideration and approval by the Association's membership.

**Section 2** - Articles and By-Laws of the Association may be amended by a two-thirds vote of all voting members present at any annual meeting of the Association.

**Section 3** - The Board of Directors is authorized to make the necessary changes to its governing documents to create: (1) a 501(c)(3) auxiliary charitable foundation; (2) a private operating foundation; and 3) a trust, limited liability corporation or like structure. Such changes must be approved by a 75 percent majority vote of the Board of Directors.

## PART XVII

### Dissolution

**Section 1** - No part of the net earnings of the Association shall inure to the benefit of any director of the Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes), and no director of the Association, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Association.

**Section 2** - Upon dissolution of the Association or the termination of its affairs, the assets of the Association shall be distributed to the individual conservation districts in proportion to the dues paid by each district in the previous year.

*(As amended December 2, 2015)*