

**ARTICLES AND BY-LAWS OF  
NORTHWEST WASHINGTON  
AREA ASSOCIATION OF CONSERVATION DISTRICTS**

**ARTICLES OF ASSOCIATION**

**ARTICLE I**

The name of this organization shall be the Northwest Washington Area Association of Conservation Districts (Association).

**ARTICLE II**

The purposes for which this Association is formed are to provide opportunities for conservation districts to exchange information; secure consensus on natural resource issues; effect cooperation between such districts; inspire the supervisors to full acceptance of their responsibilities for leadership; and to act as liaison between the member conservation districts to the Washington Association of Conservation Districts (WACD).

**ARTICLE III**

Sec. 1 The principal place of business or official address of this Association shall be located at such place as is designated yearly by the Chair of the host conservation district.

Sec. 2 The officers of the Association shall consist of the Chair, Vice Chair, and Secretary-Treasurer of the host conservation district, and the Chair of the preceding year's host conservation district. The officers shall constitute the Executive Committee.

Sec. 3 The following named conservation districts shall be deemed to be members of this Association.

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

**BY-LAWS  
OF  
NORTHWEST WASHINGTON  
AREA ASSOCIATION OF CONSERVATION DISTRICTS**

**ARTICLE I**

The purposes for which this association is formed are as set forth in the second article of the Articles of Association.

**ARTICLE II**

Members

Sec. 1 Every conservation district named in Section 3, Article III, of the Articles of Association shall be deemed to be a member of the Northwest Washington Area Association of Conservation Districts (Association).

Sec. 2 There shall be voting members. Voting members shall be current elected and appointed supervisors and any associate supervisors of a conservation district.

Sec. 3 There shall be honorary members. Honorary members shall be the Naural Resource conservation Service (NRCS) West Area Conservationist, NRCS Northwest Team and Puget Sound Team District Conservationists, Washington State University Extension Chairs, District Directors for Farm Service Agency State Districts Nos. 2 and 3, and such other individuals as may be selected by the Executive Committee. Honorary members shall have no vote or voice in the business of the Association.

**ARTICLE III**

Meetings of Members

Sec. 1 Regular meetings of this Association shall be held annually at a time and place designated by the Executive Committee.

Sec. 2 Each member shall be officially notified at least fifteen days in advance of the time and place of each meeting.

Sec. 3 Special meetings may be called by the Chair of the host conservation district at the consent of the Executive Committee.

Sec. 4 Notice of special meetings shall state time, place, and purpose of the meeting and shall be mailed to each member of the Association at least fifteen days prior to such meetings.

Sec. 5 A quorum shall consist of the voting members present.

**ARTICLE IV**

Officers

Sec. 1 Officers of the Association shall consist of the Chair, Vice Chair, and Secretary-Treasurer of the host conservation district, and the Chair of the preceding year's host conservation district.

Sec. 2 The officers, other than the Chair of the preceding year's host conservation district, shall consist of the officers of the next calendar year's host conservation district in the following order of rotation:

- |                     |                     |
|---------------------|---------------------|
| 1. Clallam          | 6. San Juan Islands |
| 2. Jefferson County | 7. Skagit           |
| 3. King             | 8. Snohomish        |
| 4. Kitsap           | 9. Whatcom          |
| 5. Pierce           | 10. Whidbey Island  |

Sec. 3 Each officer for the next year shall take office after the annual meeting of the WACD and shall serve until the next annual meeting of WACD.

#### **ARTICLE V**

##### **Association Area Director to WACD**

Sec. 1 The Association shall elect two representatives to the WACD, who will sit on the WACD Board of Directors representing this Association.

Sec. 2 The term of office shall be for a period of 2 years with the exception of the 1st term, which will be for a period of one year.

Sec. 3 Should an area representative be unable to serve his/her complete term, a representative shall be appointed by WACD from a recommendation received from the Association's Executive Committee.

#### **ARTICLE VI**

##### **Duties of the Associations Area Directors**

Sec. 1 To assist the officers of the WACD in carrying out its goals, objectives, and program activities.

Sec. 2 The Area Director shall bring to the members of the Association such recommendations as are adopted by the WACD and take to the WACD Executive Committee any of the Association's problems or opportunities of local nature for which it requests assistance from WACD.

Sec. 3 The Association's Area Directors shall provide the WACD a copy of its Articles and By-Laws and a copy of the minutes of every regular and special meeting.

Sec. 4 The Area Directors are encouraged to attend a regularly scheduled meeting of each conservation district in the Area once a year. Members of individual conservation districts are advised to invite an Area Director to meetings of special interest, seek counsel, present issues, and to extend such courtesies as will facilitate such communication.

Sec. 5 The Area Director shall encourage each conservation district in the Area to meet the dues quota to the area, state, and national associations and be responsible for the explanation of the value of conservation district associations.

## **ARTICLE VII**

### Association's Executive Committee

Sec. 1 The Association's Executive Committee shall consist of four members; the Chair, Vice Chair, and Secretary-Treasurer of the host conservation district, and the Chair of the preceding year's host conservation district.

Sec. 2 When an Area Director of the Association is unable to attend a meeting of the WACD officers and directors, the Area Director shall designate a member of the Executive Committee as his/her alternate.

Sec. 3 The Executive Committee shall constitute the governing body of this Association between regular and special meetings.

## **ARTICLE VIII**

### Duties of Chair of the Host Conservation District

Sec. 1 The Chair of the host conservation district shall preside at all meetings of this Association and the meetings of the Executive Committee and shall be the executive head of this Association.

Sec. 2 The Chair of the host conservation district shall call a meeting of the members of this Association at least once during the year of his/her term.

Sec. 3 One meeting shall be held prior to the annual meeting of WACD and in any event prior to November 10<sup>th</sup> of each calendar year.

## **ARTICLE IX**

### Duties of Vice Chair of the Host Conservation District

The Vice Chair shall perform the regular duties of the Chair in his/her absence or when the Chair is unable to serve.

## **ARTICLE X**

### Duties of Secretary-Treasurer of the Host Conservation District

Sec. 1 The Secretary-Treasurer of the host conservation district shall arrange for the keeping of the official minutes for the Association and the Executive Committee. The Secretary-Treasurer shall furnish to the membership of this Association complete information pertaining to official actions of the Association.

Sec. 2 The Secretary-Treasurer shall receive and account for any and all monies paid into the treasury of this Association and shall disburse such monies as directed so to do by the Chair of the host conservation district or the membership.

## **ARTICLE XI**

### **Dissolution**

Sec. 1 No part of the net earnings of the Association shall inure to the benefit of any representative of the Association, officer 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 representative, or officer 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.

Sec. 2 Upon dissolution of the Association or the winding up of its affairs, the assets of the Association shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist, or as they may hereafter be amended.

## **ARTICLE XII**

### **Amendments**

The Articles and By-Laws of this Association may be amended by a two-thirds majority vote of all voting members present at any regular meeting of this Association.

Amended

October 2008