

ARTICLES OF INCORPORATION

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

PART 1

The internal objectives of the Association shall be to:

Section 1. Exchange information with conservation districts relating to the fulfillment of the purpose and role of conservation districts as set forth under Chapter 89.08 RCW;

Section 2. Deliver such services, programs and assistance as directed by member conservation districts and supported by available resources;

Section 3. Maintain and improve association communication and operating policies and procedures as required to render effective service to member conservation districts;

Section 4. Promote and facilitate cooperation and communication among conservation districts;

Section 5. Inspire and educate conservation district supervisors to a full understanding and acceptance of their responsibilities for leadership and local governance;

Section 6. Promote the technical competency of conservation district staff who provide conservation assistance to land user and owners.

PART 2

The external objectives of the Association shall be to:

Section 1. Seek public and other funding for conservation work by districts;

Section 2. Promote active cooperation between conservation districts and elected officials and agencies at all levels regarding the wise use of renewable natural resources, advocate for the role of conservation districts with elected officials and agencies at all levels, and provide reliable information to any interested party about the purposes and activities of conservation districts;

Section 3. Cooperate and partner with at least the Washington State Conservation Commission (WSCC), the National Association of Conservation Districts (NACD), and the United States Department of Agriculture Natural Resources Conservation Service (NRCS);

Section 4. Provide reliable information about the purposes and activities of conservation districts: to national, state and local legislative bodies; to farm organizations and agricultural leaders; to the public and the media; and to all other interested organizations and leaders;

Section 5. Seek effective support and cooperation for conservation districts wherever it may be found.

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, Secretary, Treasurer, National Director, and Immediate Past President.

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	Pierce
Clallam	Jefferson County
Mason	

Southwest Area Association:

Wahkiakum	Lewis County
Thurston	Cowlitz
Grays Harbor	Clark
Pacific	

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, as designated in Section 2 of this Article, shall include:

- (a) The eastern region, comprising districts of the Southeast and Northeast Area Associations;
- (b) The central region, comprising districts of the South Central and North Central Area Associations; and,
- (c) The western region, comprising districts of the Southwest and Northwest Area Associations.

Section 5. Notwithstanding the designation of conservation districts to an Area as set forth in Section 2 of this Article, any member conservation district may seek to relocate to another Area by the sole means set forth in the following process. Between January 1 and June 30 of each calendar year a District seeking relocation shall complete each of the following:

- (a) Formal action taken by a Conservation District Board requesting relocation from the area designated in Section 2 and designating the Area to which relocation is sought;
- (b) Submission of written confirmation to the WACD President and Area Directors for the Area from, and to, which relocation is sought of the formal action described in (a);
- (c) Approval by a two-thirds vote of the Area to which relocation is sought; and
- (d) Submission of written confirmation to the WACD President and Area Directors for the Area from, and to, which relocation is sought of the formal action described in (c).

ARTICLE V

Section 1. The Association may only 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 Nonprofit Status

The Washington Association of Conservation Districts (WACD), for purposes of qualifying as a 501c6 nonprofit corporation under federal law and regulations, is organized as a nonprofit corporation with the Washington State Secretary of State under Chapter 24.03 RCW – Washington Nonprofit Corporation Act.

PART III Association Dues

Section 1. Annual District Dues.

- (a) 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.
- (b) 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 generally 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.

- (c) When the dues calculations for two or more districts are the same, and assigning both to the same tier would unbalance the slotting of districts as listed above, both districts shall be assigned to the next lowest tier and the tier slot next in descending order shall also be adjusted.

Section 2. Voting Members.

- (a) 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 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.

- (b) An associate supervisor is a person who assists the conservation district board with its activities and whose status as an associate supervisor has been established by formal motion of the local board.
- (c) Associate supervisors shall be eligible to vote at Association meetings, under the limitations of Part IV, Section 6, upon presentation to the Executive Director 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 the Association meeting.
- (d) Employees of conservation districts are not eligible to be designated as a volunteer associate supervisor.

Section 3. Honorary members.

- (a) 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.
- (b) Honorary members shall be non-voting and shall not be required to pay dues.

Section 4. The WACD website shall be the official communication of the Association.

**PART IV
Meeting of Members**

Section 1. The WACD Annual Meeting shall be held at a time and place designated by action 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.

Section 4. 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 5. A quorum must exist at any meeting of the Association at which official business is to be conducted. A quorum shall consist of the voting members present.

Section 6. 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 7. Voting members shall be identified at the WACD Annual Meeting and special meetings as reported by the Executive Director.

Section 8. 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 members.

Section 9.

1. Roberts Rules of Order, latest edition, shall be the governing parliamentary law of the Association, Area associations, permanent committees, and short-term task forces, pursuant to PART XI, Section 1(d) of these Bylaws, except as otherwise provided herein in the Articles of Incorporation or Bylaws of the Association.
2. 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 V
Officers**

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

Section 2.

1. 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.
2. No officer may hold two positions on the Association's Board of Directors other than service by an officer as alternate National Director, if so appointed by the President.

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 recommended 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 term as follows:

- (a) The President shall serve a one-year term and may stand once for reelection to a second consecutive one-year term (maximum two consecutive years if reelected).
- (b) The Vice-President shall serve a one-year term and may stand once for reelection to a second consecutive one-year term (maximum two consecutive years if reelected).
- (c) The Secretary shall serve a two-year term and may stand once for reelection to a second consecutive two-year term (maximum four consecutive years if reelected).
- (d) The Treasurer shall serve a two-year term and may stand once for reelection to a second consecutive two-year term (maximum four consecutive years if reelected).

- (e) The National Director shall serve a two-year term and may stand three times for reelection to a fourth consecutive two-year term (maximum eight consecutive years if reelected).

Section 5. In the event of a vacancy of any officer position of the Association, the vacancy shall be filled by the Board of Directors with exception of the office of the President. Upon a vacancy in the office of the President, the Vice-President shall assume that office. A vacancy to fill the remainder of the term of the vacated office shall be filled by appointment of a conservation district supervisor who is a voting member of the Association. Such appointment shall be by majority vote of the Board of Directors at a regular or special meeting. Upon a vacancy in the office of the Immediate Past President, the position shall be filled by the next most Immediate Past President who is willing and able to serve. In the event there is no other immediate past president available to fill a vacancy in that position, the position will remain vacant until the next change in the office of President.

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, or as delegated by the President in writing to the Executive Director, and consistent with the written policies and procedures as set forth pursuant to PART X, Section 1(k) of these Bylaws.

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.

- (a) The National Director shall be a supervisor with a conservation district that is a member of the Association and the National Association of Conservation Districts (NACD).
- (b) Any person holding a compensated position in a conservation district, or with 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.

- (a) 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 two or more 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, upon notice, be removed by an affirmative vote of a two-thirds majority of Board members present at a regularly scheduled or special Board of Directors meeting.
- (b) In such case, the member's seat shall be deemed vacated. The Board of Directors shall make an appointment to serve the remainder of the unfilled term for that seat as directed in these bylaws.
- (c) The Board of Directors may consider extenuating circumstances in allowing reasonable and justified opportunity for a Board member's continued participation.

PART VI
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 for which 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. For purposes of complying with RCW 89.08.030, paragraph four, the Association President shall be deemed as the regional vice president. The President shall fill the vacancy by appointment, in consultation with the Association Executive Committee, until such time as supervisors can elect a new regional commissioner at the next special meeting or annual meeting of the Association.

PART VII
Directors

Section 1.

- (a) 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).
- (b) 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 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 in order to fill the vacant Board of Directors position.

Section 5. Regular meetings of the Board of Directors shall be established by action 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.

Section 6.

- (a) For a meeting of the Board of Directors, a quorum shall consist of a majority of the Board of Directors.
- (b) An alternate area director may attend a Board of Directors meeting as a voting member on behalf of an area director, if designated under the bylaws of the applicable area association.

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 VIII
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 in carrying out the policies and activities of the Association through their communication responsibilities under WACD Policy #2012-004 [Area Director Board Reports] and WACD Policy #2012-006 [Area Director Roles and Responsibilities], 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 Director or Secretary as directed by the Board of Directors and membership.

Section 5. It shall be the responsibility of area directors to communicate monthly, or as practical, 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 Director or Secretary 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 approved by the President, or as delegated by the President in writing to the Executive Director, and consistent with the written policies and procedures as set forth pursuant to PART X, Section 1(k) of these Bylaws.

PART IX Executive Committee

Section 1. The Executive Committee shall consist of the five 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) At the June Board meeting, it shall receive and forward to the Board of Directors, with a recommendation to adopt or amend, a budget developed by the Finance Committee. The recommended budget shall be provided to the Board of Directors at least two weeks prior to the June Board meeting.
- (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 Director, in consultation with 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 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) In the absence of an Executive Director, the President, after consultation with the Executive Committee, shall be authorized to make staff decisions.
- (e) It shall work with the Executive Director to formulate and implement plans and programs for achieving the objectives of the Association as directed by the Board of Directors.
- (f) 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 X Officer Responsibilities

Section 1. President

The President shall have the following responsibilities, in addition to any others that may be prescribed in Association policies:

- (a) Be the executive head of the Association.
- (b) Preside at all meetings of the Association, meetings of the Executive Committee, and meetings of the Board of Directors.
- (c) Work in partnership with the Executive Director in preparing the agenda for executive committee and board meetings.
- (d) Work in partnership with the Executive Director to make sure board resolutions are carried out.
- (e) Coordinate the annual performance evaluation of the Executive Director.
- (f) Periodically consult with board members on their roles and help them assess their performance.
- (g) Appoint committees, committee chairs, and committee members.
- (h) Appoint an officer or supervisor who is a voting member of the Association to fill a vacancy in the office of National Director.
- (i) Stay in touch with committee chairs to be sure that their work is carried out.
- (j) 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.
- (k) The President may delegate in writing to the Executive Director such administrative duties as deemed appropriate and consistent with applicable policies as approved by the Board.

Section 2. Vice-President

The Vice-President shall have the following responsibilities, in addition to any others that may be prescribed in Association policies:

- (a) Understand the responsibilities of the President, assist the President as needed, and be able to perform these responsibilities in the President's absence or in the event of a vacancy.
- (b) Represent the President when requested.
- (c) Carry out special assignments as may be requested by the President.

Section 3. Treasurer

The Treasurer shall have the following responsibilities, in addition to any others that may be prescribed in Association policies:

- (a) Receive and account for any and all moneys paid into the treasury of the Association.
- (b) Disburse such moneys as directed by the President and in accordance with the budget approved by the Board of Directors.
- (c) Manage the board's review of and action related to the board's financial responsibilities.
- (d) Work directly with the bookkeeper or other staff in developing and implementing financial procedures and systems.
- (e) Ensure that appropriate financial reports are made available to the board.
- (f) Regularly report to the board on key financial events, trends, concerns, and assessment of fiscal health.
- (g) Work in partnership with the Executive Director in preparing agendas for Finance Committee meetings.

Section 4. Secretary

The Secretary, working with the Executive Director, shall have the following responsibilities, in addition to any others that may be prescribed in Association policies:

- (a) The Secretary shall be responsible for the official minutes of all meetings of the Association, the Executive Committee, and the Board of Directors, ensuring that accurate minutes are taken, approved, and a signed copy is maintained in the Association's records.
- (b) Assure the safety and accuracy of all board records. Assure that the records of the Association are maintained as required by law or policies and bylaws of the Association, and are made available by authorized persons when required.
- (c) The Secretary shall furnish to the membership of the Association information pertaining to the activities of the Association.
- (d) Assure that notice is given to the membership of meetings of the board, committees and task forces.
- (e) Assure that membership records are maintained.
- (f) Assure that an up-to-date copy of the bylaws is available at all meetings.
- (g) Assure that documents necessary to maintain the Association are filed.

Section 5. National Director

- (a) The National Director shall have the following responsibilities, in addition to any others that may be prescribed in Association policies:
- (b) Represent the Association on the Board of Directors of the National Association of Conservation Districts (NACD).
- (c) Provide a report of activities to the Board and Executive Committee when they meet.
- (d) The National Director shall monitor follow-up actions by NACD on Washington State adopted resolutions and report to the Board of Directors.

PART XI
Executive Director

The Executive Director shall have the following responsibilities, in addition to any others that may be prescribed in Association policies:

- (a) 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 overseen by the Executive Committee are carried out.
- (b) Be the supervisor of record and responsible for employment decisions and management of all employees of the Association, as authorized by the Board of Directors and overseen by the Executive Committee.
- (c) Monitor and enforce provisions of any and all contracts with persons who contract with the Association for specified purposes.
- (d) Manage the general correspondence of the Board of Directors, except for such correspondence assigned to others.
- (e) Serve as the primary spokesperson for and face of the Association.
- (f) Acting on behalf of the Association, the Executive Director shall have the authority to sign documents, checks, correspondence, applications, reports, and contracts, in accord with Part X, Section 1(k).

PART XII
Committees and Task Forces

Section 1.

- (a) The Board of Directors of the Association shall establish committees it deems necessary. In establishing special committees the board shall establish their type, function, and duration.
- (b) 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 committees and special committees.
- (c) All WACD committees are solely advisory committees, other than the Executive Committee with duties as specified in these bylaws, and shall be empowered only to make recommendations to the Board of Directors or Association membership.
- (d) All WACD committees are authorized only to make recommendations to the Board of Directors, the Association membership, or to the Finance Committee if the recommendation has implications for the Association's integrated budget.

Section 2.

- (a) Permanent committees shall include the Executive Committee; Nominating Committee; Pant Materials Center Committee; Finance Committee; Legislative, Bylaws and District Policies Committee; Natural Resource Policy Committee; and Tribal Relations Committee.
- (a) Members of the Finance Committee shall make every effort possible to take advantage of opportunities to receive training relating to financial stewardship responsibilities. The Executive Director shall facilitate opportunities for members to fulfill this expectation.

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, unless otherwise specified in policy. The Board of Directors may allow participation by a representative from WADE on special committees.

Section 4. The President of the Association may establish short-term advisory task forces as deemed necessary, and establish their membership, type, function, and duration.

PART XIII

Plant Materials Center and Plant Materials Center Committee

Section 1.

- (a) The Association may operate a conservation Plant Materials Center to provide plants and services to conservation districts and others. 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.
- (b) 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.

Section 2.

- (a) The WACD Plant Materials Center Committee shall consist of five members appointed by the President. The WACD Plant Materials Center (PMC) 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.
- (b) Three of the members shall represent the eastern, central and western regions of the state respectively, as defined under Article IV, Section 4 of the WACD Articles of Incorporation. 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.
- (c) The President shall appoint new members to complete unexpired terms.

Section 3. Duties of the Plant Materials Center Committee are:

- (a) Prepare, in consultation with the Finance Committee, and submit to the Finance Committee 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; and develop and submit to the Board of Directors recommended procedures and management plans as required for daily WACD Plant Materials Center facility operations.

PART XIV

Amendments

Section 1.

- (a) Any proposed change to these Bylaws shall be reviewed by the Legislative, Bylaws, and District Policies Committee which shall make recommendations to the Board of Directors.
- (b) 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 only by at least two-thirds vote of all voting members present at any annual meeting of the Association.

Section 3.

- (a) 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.
- (b) Such changes must be approved by a 75 percent majority vote of the Board of Directors.

PART XV
No Private Benefit for Service

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.

Approved by the WACD Membership at the WACD Annual Meeting on November 29, 2017.

Attested to by:

THOMAS J. MILLER
WACD President

LYNN BAHRYCH
WACD Secretary