



ARTICLES AND BYLAWS

WASHINGTON ASSOCIATION OF CONSERVATION DISTRICTS

ARTICLES

ARTICLE I

The name of this organization shall be the Washington Association of Conservation Districts. The official abbreviation of its name shall be WACD.

ARTICLE II

The objectives of this Association shall be to:

Section 1 - Exchange information relating to the administration and operation of conservation districts and to effect cooperation between such districts;

Section 2 - Cooperate with the National Association of Conservation Districts, and the Washington State Conservation Commission;

Section 3 - Inspire the officers of conservation districts to full acceptance of their responsibilities for leadership;

Section 4 - Promote active cooperation between county, state, and federal agencies and other organizations in conservation of renewable natural resources;

Section 5 - Strengthen the basic principle that the function of government is to serve, not to dominate or control;

Section 6 - Seek public assistance only for conservation work which is in the public interest and which land users need assistance to perform;

Section 7 - Seek effective support for conservation districts where ever it may be found – in government, industry, labor, and commerce; in farm, civic, and conservation organizations; among educators, publishers, and the clergy; and in all other segments of American society;

Section 8 - Supply reliable information about the purposes and activities of conservation districts to the press, radio, and television; to national, state, and local legislative bodies; to farm organizations and agricultural leaders; and to all other responsible 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 more effective service to the people of the nation.

ARTICLE III

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



ARTICLE IV

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

Section 2 - The Board of Directors shall consist of the officers of the Washington Association of Conservation Districts, the President of the Washington Association of District Employees or designee, and two representatives from each of the six 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	Warden
Moses Lake	Adams
Grant	South Douglas

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
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Whitman	Asotin County
Palouse-Rock Lake	Columbia
Palouse	Pomeroy

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

ARTICLE V

Section 1 - Every conservation district whose dues are current at the time of the WACD Annual Meeting shall be deemed to be a member of this Association, unless membership is expressly declined.

WACD shall, by March 30th, provide each District with the annual dues assessment calculation based upon the Basic Funding Match Program Application on file with the Washington Conservation Commission on January 30th. The annual district dues shall be as follows:

- _ the 5 districts with the highest dollar figures shall have a WACD due assessment of \$4,600
- _ the 5 districts with the next highest figures shall have a WACD due assessment of \$4,200
- _ the 7 districts with the next highest figures shall have a WACD due assessment of \$3,800
- _ the 7 districts with the next highest figures shall have a WACD due assessment of \$3,400
- _ the 7 districts with the next highest figures shall have a WACD due assessment of \$3,000
- _ the 7 districts with the next highest figures shall have a WACD due assessment of \$2,600
- _ the 5 districts with the next highest figures shall have a WACD due assessment of \$2,200
- _ the 5 districts with the lowest figures shall have a WACD due assessment of \$1,800

ARTICLE VI

Section 1 - This Association may be dissolved by operation of law or by a two-thirds (2/3) vote of the member districts. No part of the net earnings of the Association shall inure to the benefit of any director of the Association, office 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 or officers 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 winding up of its affairs, the assets of the Association shall be distributed to the individual Conservation Districts in proportion to the dues paid by that district in the previous year.

BYLAWS

ARTICLE I

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

ARTICLE II

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- _ the 5 districts with the next highest figures shall have a WACD due assessment of \$2,200
- _ the 5 districts with the lowest figures shall have a WACD due assessment of \$1,800

Section 2 - There shall be voting members. Voting members shall be officially elected or appointed conservation district supervisors or volunteer associate supervisors representing conservation districts whose dues are current with this Association.

A volunteer associate supervisor is a person who assists the district board with its activities and shall meet the same eligibility requirements of a supervisor as stated in 89.08 RCW.

Volunteer associate supervisors shall be eligible to vote upon payment of a \$10.00 yearly dues assessment and upon presentation of a properly signed letter from the Board of Supervisors for their 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 \$10.00 per year shall be affiliate members; those who contribute \$50.00 to \$499.00 per year shall be supporting members; and those who contribute \$500.00 per year or more shall be sustaining members.

Section 4 - There shall be honorary members. Honorary members shall be individuals selected by the Executive Committee and 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 not be required to pay dues.

Section 5 - The "Washington Association of Conservation Districts Website," shall be the official communication of the Association

ARTICLE III

Meeting of Members



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

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 each regular meeting.

Section 3 - Special meetings may be called by the President upon request of a majority of the members 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.

Section 4 - A quorum at any meeting of the Association 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 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 district to decide how their five (5) votes shall be cast. Only persons representing conservation districts whose dues are current shall be entitled to vote at the Annual Meeting of the Association.

Section 6 - Voting members shall be identified at annual and special meetings as specified by this Association.

Section 7 - There shall be a nominating committee, chaired by the immediate past president. The membership shall include a representative from each Area Association. It shall prepare and present to the WACD at their annual meeting a nominee for the position of President, Vice-President, Secretary-Treasurer, National Director, and appropriate Conservation Commission member.

Section 8 - Roberts Rules of Order, latest edition, shall be the governing parliamentary law of this Association except as otherwise provided in the Articles or By-Laws of this Association.

ARTICLE IV

Officers

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

Section 2 - The officers will be elected by ballot by majority vote of eligible voters at the annual meeting and must be voting members of the Association. No officer may hold two positions on the WACD Board other than service by the immediate Past President as National Director or by the President as alternate National Director. When the Past President also serves as National Director, he or she shall exercise only one vote on the Board and in the Executive Committee.



When a sitting area director is elected as a WACD officer, a new director shall be appointed to fill the vacant area director position as provided in the relevant area by-laws.

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 nominations committee.

Section 4 - Each officer shall take office at the close of the last session of the regular meeting of the Association and serve one year or until his successor has been duly elected and shall have been qualified with the exception of the WACD National Director who shall serve for two (2) years and who will be eligible to stand for reelection 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.

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 authorized by the policies and procedures as set forth by the Association.

Section 7 - The officers of the Association shall be district supervisors except that the National Director may be an associate supervisor.

Section 8 - The WACD National Director shall be a district supervisor or associate supervisor with a conservation district that is a member of NACD and WACD. Any person holding a full-time salaried position in a conservation district, or in the Washington 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 WACD National Director.

Section 9 - The removal of any officer or director, who is unable or unwilling to carry out their respective duties can be removed by an affirmative vote of 12 of the 18 members of the O&D.

ARTICLE V

Elected Conservation Commission Members

Section 1 - A Conservation Commission member shall be elected by ballot by majority vote of eligible voters annually for a three-year term and shall reside in that section of the State he represents.

Section 2 - A Conservation Commission member shall be elected pursuant to Washington State Conservation District Law (RCW Title 89.08.030).

ARTICLE VI

Directors

Section 1 - The Board of Directors shall consist of the officers of the Washington Association, the



President of the Washington Association of District Employees (WADE) or designee, and two representatives from each of the Six Area Associations. (See Article IV, **Section 2** of Articles of Association).

Section 2 - The representatives of each of the six Area Associations shall be elected at the annual Area Association meetings. At the election in 1995, new representative positions from the Northwest, North Central, and Northeast Area Associations shall be elected for two year terms and the representatives for the new positions from the Southwest, South Central, and Southeast Area Associations shall be elected for a one year term. Subsequent elections of all directors shall be for two years.

Section 3 - If an Area Association ceases to function, the Executive Committee of the WACD shall name a WACD voting member from one of the districts in the designated area to serve as director.

Section 4 - Meetings of the directors shall be called, when deemed necessary by the Executive Committee of the Association. They shall also designate the time and place.

Section 5 - A quorum shall consist of a majority of Directors.

Section 6 - The officers of the Association shall be the officers of the Board of Directors.

Section 7 - When a meeting of the directors of the Association is called, the transportation expenses of each director shall be provided from the funds of the Association.

ARTICLE VII

Duties of Directors

Section 1 - To assist the Executive Committee of the Association in carrying out the policies and activities of the Association.

Section 2 - A host district shall be chosen alphabetically on a rotating basis from among the members of each area association to host and chair Area Association Meetings for a one year period.

Section 3 - The host district of each representative Area Association of Districts shall call a meeting of the districts within the Area Association at least once a year.

Section 4 - One meeting shall be held at least two weeks prior to the annual meeting of the WACD.

Section 5 - The director shall bring the problems and suggestions of the districts to the attention of the Executive Committee and other directors of the Association.

Section 6 - The directors shall work actively with the Executive Committee of the Association on all problems of the Association of a state-wide nature.

Section 7 - It shall be the responsibility of each director to arrange for an annual visit by a WACD board member to all districts affiliated with his/her Area.

Section 8 - It shall be the responsibility of the directors to plan for and advise districts in regard to



special programs.

Section 9 - The directors of the Association shall be district supervisors except for the President of the Washington Association of District Employees (WADE).

Section 10 - 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 and authorized by the policies and procedures as set forth by the Association.

ARTICLE VIII

Executive Committee

Section 1 - The Executive Committee shall be the four elected officers of this Association, and the immediate Past President.

Section 2 - The Executive Committee shall constitute the governing body of this Association between annual, special, and regular meetings of the Board of Directors.

Section 3 - The business and affairs of the Association shall be managed by the Executive Committee which shall exercise all of the powers of the Association except such as are by law or by Articles of Incorporation of the Association or by these Bylaws conferred upon or reserved to the Board of Directors. The Executive Committee shall report to the Board of Directors as directed by these Bylaws. The Executive Committee shall have the following powers and duties:

- a) The Executive Committee shall have the power to authorize expenditures within an approved budget, 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 an annual budget for approval or disapproval by the Board of Directors.
- c) It shall appoint/hire the Association's Executive Director. Hiring of additional employees or consultants must be authorized by the Executive Committee. It shall review, revise as necessary and approve the recommendations submitted to it by the Secretary/Treasurer to establish the procedure governing reimbursement for travel and other expenses incurred by Officers and employees.
- d) It shall formulate and direct the implementation of plans and programs for achieving the purposes of the Association.

ARTICLE IX

President and Vice-President

Section 1 - The President shall preside at all meetings of this Association, the meetings of the Executive Committee, and the meetings of the Board of Directors, and shall be the executive head of this 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 be an ex-officio member of the Washington State Conservation Commission (RCW Title 89.08.030, as amended 1987).

Section 4 - The President shall serve as alternate for the WACD National Director unless another person has been appointed to serve in this position by the Executive Committee,

ARTICLE 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 this 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 this Association and shall disburse such moneys as directed by the President as approved by the Executive Committee.

ARTICLE XI

WACD National Director

Section 1 - The WACD National Director shall represent this state on the Board of Directors of the National Association of Conservation Districts.

Section 2 - The WACD National Director will serve as an officer of the Association, nominated and elected in the same manner as other officers as provided in Article IV herein.

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

ARTICLE XII

WACD Executive Director

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

ARTICLE XIII

Committees and Task Forces



Section 1 – The President of the Association shall have the authority to establish short-term task forces as deemed necessary and establish their type, function, and durations as identified in the Association’s operating procedures.

Section 2 – The officers and directors of the Association shall have the authority to establish committees they deem necessary and establish their type, function, and duration as identified in the Association’s operating procedures.

ARTICLE XIV

Affiliations

To promote relations of mutual benefits the WACD shall accord to the Washington State Auxiliary of Conservation Districts, Washington Association of District Employees (WADE), and all other WACD affiliated organizations, the privilege of presenting their causes to regular WACD annual and scheduled officers and directors meetings. The WACD Board of Directors are authorized to grant financial assistance to the Auxiliary, WADE, and all other WACD affiliated organizations if mutual benefits result.

ARTICLE XV

Amendments

Section 1 – Any change to these Bylaws may be reviewed by the Officers and Directors before being presented to the full membership at the annual meeting for approval consideration.

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

Section 3 - The Board of Directors is authorized to make the necessary changes in its governing documents to create: (1) a 501(c)(3) auxiliary charitable foundations; and (2) a private operating foundation. The changes must be approved by a 75 percent majority vote of all members of the Board of Directors.

ARTICLE XVI

Dissolution

Section 1 - No part of the net earnings of the Association shall inure to the benefit of any Director of the Association, Office 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 or Officers 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 winding up of its affairs, the assets of the Association shall be distributed to the individual Conservation Districts in proportion to the dues paid by that district in the previous year.

ARTICLE XVII

Plant Materials Center



The WACD may operate conservation Plant Materials Center. The Plant Materials Center would provide plants and services to the Conservation Districts.

The WACD Officers and Directors shall retain authority to approve annual budgets, long range capitalization plans and other major policy decisions of the Plant Materials Center. The Plant Materials Center will be administered by a five member administrative board, which would be appointed by the President of WACD, as follows:

Expirations shall be determined by the PMC Board.

The Administrative Board members will serve a five-year term until they are replaced or resign. The president may appoint members to complete unexpired terms.

Duties of the Administrative Board:

- Prepare annual budget;
- Complete evaluations of full-time employees;
- Prepare job descriptions for full time employees;
- Determine salaries and benefits for full time employees;
- Develop and update Policies and Procedures for daily operations; and
- Approve policies, procedures and management plans as required for facility operations.

(As amended December 2008)

(As amended December 2011)