

## ARTICLES OF INCORPORATION

### ARTICLES

#### ARTICLE I

##### Association Name

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

##### Association Objectives - Internal

The internal objectives of the Association shall be to:

**Section 1.** Exchange information with member conservation districts relating to the fulfillment of the purpose and role of member 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 member conservation districts;

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

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

##### PART 2

##### Association Objectives - External

The external objectives of the Association shall be to:

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

**Section 2.** Promote active cooperation between member conservation districts and elected officials and agencies at all levels regarding the wise use of renewable natural resources, advocate for the role of member conservation districts with elected officials and agencies at all levels, and provide reliable information to any interested party about the purposes and activities of member 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 member conservation districts to: national, state and local legislative bodies; farm organizations and agricultural leaders; the public and the media; and all other interested organizations and leaders;

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

**ARTICLE III**  
**Association Address**

The principal place of business or official address of the Association shall be 711 Capitol Way South, Suite 707, Olympia, WA 98501, or at such a place as is designated by the Board of Directors.

**ARTICLE IV**  
**Association Officers, Executive Committee, Board of Directors**  
**Association Areas and Regions, Area Relocation**

**Section 1. Association Officers**

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

**Section 2. Association Executive Committee**

The Executive Committee shall consist of the officers of the Association.

**Section 3. Association Board of Directors**

The Board of Directors of the Association shall consist of the officers of the Association, the President of the Washington Association of District Employees (WADE) or designee, and two supervisors representing each of the six, conservation district area associations.

**Section 4. Association Areas**

The WACD shall be comprised of conservation districts organized into six areas designated as follows:

**Northwest Area Association Conservation Districts:**

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

**Southwest Area Association Conservation Districts:**

Wahkiakum	Lewis County
Thurston	Cowlitz
Grays Harbor	Clark
Pacific	

**North Central Area Association Conservation Districts:**

Okanogan	Foster Creek (Douglas County)
Cascadia (Chelan County)	South Douglas
Adams	Grant

**South Central Area Association Conservation Districts:**

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

**Northeast Area Association Conservation Districts:**

Ferry	Stevens
Spokane	Pend Oreille
Lincoln	

**Southeast Area Association Conservation Districts:**

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

### **Section 5. Association Regions**

For purposes of these bylaws, the three regions of the Association shall include:

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

### **Section 6. Area Relocation**

Notwithstanding the designation of conservation districts to an area as set forth in Section 4 of this Article, any member conservation district may seek to relocate to another area by the sole means set forth in this section. Between January 1 and June 30 of each calendar year, a district seeking relocation shall complete each of the following steps:

- (a) Formal action taken by the conservation district board of directors requesting relocation from the area designated in Section 4 of this Article and designating the area to which relocation is sought;
- (b) Submission of written confirmation to the WACD President and area directors for each affected area of the formal action described in subsection (a) of this section;
- (c) Approval by a two-thirds vote of the area member districts to which relocation is sought; and
- (d) Submission of written confirmation to the WACD President and area directors for each affected area of the formal action described in subsection (c) of this section.

## **ARTICLE V**

### **Association Dissolution**

**Section 1.** The Association may only be dissolved 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

### Organization Objectives

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 501(c)(6) 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 and Voting Members

#### Section 1. Annual District Dues to WACD.

(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 statement 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:

1. the 5 districts with the highest dollar figures shall have a WACD dues assessment of \$5,520
2. the 5 districts with the next highest figures shall have a WACD dues assessment of \$5,040
3. the 7 districts with the next highest figures shall have a WACD dues assessment of \$4,560
4. the 7 districts with the next highest figures shall have a WACD dues assessment of \$4,080
5. the 7 districts with the next highest figures shall have a WACD dues assessment of \$3,600
6. the 7 districts with the next highest figures shall have a WACD dues assessment of \$3,120
7. the 4 districts with the next highest figures shall have a WACD dues assessment of \$2,640
8. 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. Association 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, except when the employee resides in a conservation district other than the one in which they are employed.

**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. Association communication.**

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.** (a) 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.

(b) Notice of special meetings shall state the time, place, and purpose of the meeting and shall be provided to each member conservation district and to each voting member of the Association at least ten (10) days prior to such ((a)) special 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. There shall be no more than five (5) votes cast by voting members from any one, member conservation district. It shall be up to that member conservation district to decide who shall cast their votes. Only persons representing member 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 an Officer Recruitment Committee, chaired by the Immediate Past President. 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 nominees for regional supervisor elected Conservation Commission members.

**Section 9.** (a). 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.

(b). 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.** (a). The officers shall be elected by ballot by majority vote of eligible voters at the WACD annual meeting.

(b) Officers must be supervisors from member conservation districts.

(c). 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.** If 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 by acclamation.

**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.** (a) 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.

(b) Upon a vacancy in the office of the President, the Vice-President shall assume that office.

(c) 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.

(d) 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 at a regular or special meeting of the Board of Directors.

**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 provisions of Chapter 2, Sections 7 and 8 of the WACD Policy and Procedures Manual.

**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, upon written notice may 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. (a) Under RCW 89.08.030, the Washington State Conservation Commission includes four members representing conservation districts, the Association President who is an ex-officio member and three regional members elected by conservation district supervisors to represent the eastern, central and western regions of the state. (See ARTICLE IV, Section 4)

(b) Each elected member to the Conservation Commission shall reside in that region of the state for which he or she is elected to represent.

(c) The three elected members to the Conservation Commission shall each be elected by ballot by majority vote of supervisors voting at the WACD annual meeting, and shall serve a three-year term.

**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's Executive Committee, until 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 3 of the 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.** (a) 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.

(b) 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 bylaws. 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 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 Director and Secretary to communicate with area member conservation districts. The communication shall focus 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 member 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 feasible 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 workable.

**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 provisions of Chapter 2, Sections 7 and 8 of the WACD Policy and Procedures Manual.

## **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)(i) 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.

(ii) 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.

(iii) The Executive Committee may offer counsel to the Executive Director on employment decisions and management of all employees of the Association. As provided under PART XI, subsection (b), the Executive Director is responsible for employment decisions and management of all Association employees.

(d) 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.

(e) In the absence of an Executive Director, the President, after consultation with the Executive Committee, shall be authorized to make staff decisions.

(f) 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.

(g) 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 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. NO CHANGE

#### **Section 5. National Director**

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

- (a) Represent the Association on the Board of Directors of the National Association of Conservation Districts (NACD).
- (b) Provide a report of activities to the Board and Executive Committee when they meet.
- (c) 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 to the provisions of PART IX, Section 3(c)(iii) of these bylaws.
- (c) Monitor and enforce provisions of 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) of these bylaws.

## **PART XII**

### **Committees and Task Forces**

**Section 1.** (a) The Board of Directors of the Association shall establish committees it deems necessary. Committees shall include permanent committees and special committees.

(b) The Association's operating policies and procedures shall specify committee parameters, including committee operating procedures, and selecting committee chairs and members, and identifying their type, function and duration.

(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 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; Officer Recruitment Committee; Finance Committee; Legislative, Bylaws and District Policies Committee; Natural Resources Policy Committee; and Tribal Relations Committee.

(b) The Finance Committee shall have a Plant Materials Center Subcommittee whose membership is set in board policy. Unless otherwise additionally directed by the Finance Committee chair, the purpose and focus of the subcommittee is to serve as a sounding board for PMC staff to bring questions, issues and ideas pertaining to the nursery operation, particularly as related to:

(i) Policies and procedures for the long-term operations of the WACD Plant Materials Center; and

(ii) Procedures and business/management plans as may be necessary for the daily operations of the Plant Materials Center.

**Section 3.** Committee members and chairs shall be as specified in these bylaws, or, where unspecified, as assigned by the President, and shall supervisors from member conservation districts, unless otherwise specified in policy

**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**

**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.

**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 bylaws change recommendation before it is presented to the full membership at the WACD annual meeting for consideration and approval by the Association's membership.

Approved by the WACD Membership at the WACD Annual Meeting on November 28, 2018.

Attested to by:

\_\_\_\_\_  
Jeanette Dorner  
WACD President

\_\_\_\_\_  
Larry Davis  
WACD Secretary