

By-Laws of the  
Minnesota Association of Conservation District Employees

**Article 1: Name**

**Name and Affiliation**

The name of this association shall be the Minnesota Association of Conservation District Employees (MACDE) and it shall be affiliated with the Minnesota Association of Soil and Water Conservation Districts (MASWCD).

**Article 2: Purpose and Objectives**

**Section I. Purpose**

The primary purpose of this association shall be to strengthen the local soil and water conservation districts of the state of Minnesota by:

- 1) Providing a means of communication between district employees to exchange information and ideas which will encourage unification and coordination of our district programs and employees.
- 2) Establishing and supporting continued professional development of SWCDs and their employees
- 3) Staying connected by providing input into the activities of the MASWCD and the Board of Water and Soil Resources (BWSR), in order to increase the contribution of district employees and the effectiveness of districts and their programs.
- 4) Staying connected through the involvement and contribution towards the activities of the MASWCD and the Board of Water and Soil Resources (BWSR) regarding District employees and the effectiveness of their programs.
- 5) Informing district employees of current events, trainings, networking and job opportunities.
- 6) Striving to maintain a stable and harmonious working relationship between districts, employees, supervisors and partner agencies.

**Section II: Policies**

This association shall:

- 1) Not discriminate against any person because of race, color, sex, age, religion or national origin.
- 2) Uphold the by-laws of the Minnesota Association of Conservation District Employees and the Minnesota Association of Soil and Water Conservation Districts.
- 3) Not become affiliated with a union.

**Section III: Financial Management**

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public

office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a Association exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Association, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

The Association shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The Association shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The Association shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The Association shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The Association shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

### **Article 3: Membership**

- 1) Membership shall be open to any full or part-time conservation district employee supportive of the purpose and objectives of this association and who shall pay dues.
- 2) Dues will be set annually by the board of directors and will not include an increase greater than twenty (20) percent from the previous year.
- 3) Membership shall be held from the year beginning January 1 and ending December 31.
- 4) Each dues paying member shall have one (1) vote. Members may vote by being present at a meeting or by mail ballot upon written request. Association members will be given notice of a pending ballot thirty (30) days prior to the meeting.
- 5) Any person, business, or organization supportive of the purpose and objectives of the MACDE may become an affiliate member of MACDE by making application and paying dues annually or five hundred (500) dollars for a lifetime membership. Affiliate members will receive such recognition for their payment of dues as the Board of Directors deem appropriate, not to include voting privileges.

## **Section I: Officers and Directors**

The association shall be managed by a board of eight (8) directors and the executive officers with one (1) director from each technical service area.

The officers of the Association shall be President, Vice President, Secretary, Treasurer, and Immediate Past President of the Minnesota Association of Conservation District Employees. No officers can be from the same area.

**Election and Qualification of Officers.** The officers of the Association shall be elected by the Board of Directors at the Winter Board meeting. The Secretary and Treasurer need not be members of the Board of Directors. To run for the office of President and Vice President, you must have served or be presently serving as a member of the MACDE Board. The term of President, Vice President, Secretary, and Treasurer shall be two (2) years. Each officer may serve up to two terms in the same office. There will be no term limit for Area Directors.

All officers and directors shall hold their office until their successors shall have been duly elected and qualified.

Any officer or director missing two (2) consecutive board meetings may be dropped from the board by a majority vote of the remaining directors. If any office of the board of directors becomes vacant for any reason, the remaining directors shall by majority vote, elect a successor who shall hold office for the unexpired term of the vacant officer.

### **Officers**

**President.** Under the authority and subject to the direction of the Board of Directors, the President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. The President shall perform all duties incident to the office of President and all duties which the Board of Directors may prescribe from time to time. The President shall be responsible directly to the Board of Directors. The President shall carry out or cause to be carried out all the policies of the Association.

**Vice President.** In the absence of the President or in the event of the inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President, in cooperation with the Member At Large, shall be responsible for new Board Member orientation within 30 days of accepting the office. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

**Treasurer.** The Treasurer shall have custody of all Association funds and securities and shall keep in books belonging to the Association full and accurate accounts of all receipts and disbursements and shall deposit all moneys, securities and other valuable effects in the name of the Association in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Board of Directors at the regular meetings of the Board,

and whenever requested by them, an account of all transactions as Treasurer and of the financial condition of the Association. A Financial Report shall be prepared and sent to the President, Vice President, Secretary, Past President, Member At Large, Executive Director and appointed archive representative in advance of all meetings. In general the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

**Secretary.** The Secretary shall keep the minutes of all meetings in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; shall be custodian of the Association records. Minutes of all meetings of the Board of Directors shall be prepared and sent to the members of the board of directors. The Secretary shall keep a register of the post office address of each member of the Board of Directors which shall be furnished to the Secretary by such member and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

**Past President.** The Past President shall monitor meetings for Bylaws and Policy consistency. The Past President shall chair the nominating committee, notify each nominee, and make sure they are willing to run for office and conduct the NCDEA election at the Annual Meeting each year. The Past President shall also install the new officers following the election. The Past President shall participate on the internal audit committee on an annual basis, and ensure its completion before each annual meeting. The Past President will be a mentor and assist with training for officers and possible leaders. The Past President shall perform other duties that, from time to time, may be assigned by the President or by the Board of Directors.

#### **Article IV: Meetings**

The annual meeting of the Board of Directors of the Association shall be held at such time and place as may be designated by the President and the Executive Committee of the Association. The Board of Directors shall be held quarterly to conduct the business of the Association. An Annual All Employees Meeting will be convened by the Board of Directors during the final quarter of each year.

**Special Meetings.** Special meetings of the Board of Directors may be called at any time by the President, or by a majority of the Board of Directors. The President shall call a special meeting for the purpose of and within such time as shall be set forth in the written request. Notice of the special meeting shall be given in the same manner as herein provided for regular meetings. No business may be transacted at a special meeting other than that stated in the call. Special meeting(s) of the Executive Committee may be called by the President or a majority of the Executive Committee.

**Conference Call Meetings.** Any meeting called by the Board of Directors may be held by conference call.

**Qualifications.** Those qualifying as voting members of the Board of Directors shall include the area directors, appointed/elected by their respective area's District Employees governing body and the officers elected by the Board of Directors.

**Quorum.** A quorum shall consist of a majority of the members of the Board of Directors. Four members of the Executive Committee shall constitute a quorum for a special meeting of the Committee.

**Voting.** Each member of the Board of Directors shall have one vote on each matter submitted for a vote. The President shall be allowed to vote in the case of breaking a tie vote. Voting shall be accepted via conference calls, webinar, email or other electronic avenues, and in person. Voting by proxy shall not be permitted.

#### **Section I: Committee**

Committees shall be appointed by the board of directors for any purpose and shall serve only as long as they are needed.

#### **Article V: Amendments**

These By-Laws may be amended, repealed or altered at any regular or special meeting of the Board of Directors of the Association by an affirmative vote of two-thirds of the voting members present at the meeting provided that notice of the proposed amendment is sent to each member of the Board of Directors 30 days prior to the meeting.

#### **Article VI: Fiscal Year**

The fiscal year of the Association shall begin with the first day of January in each year and end on the thirty-first day of December in each year.

#### **Article VII: Order of Business**

The proceedings of the Association shall be conducted under and pursuant to Roberts Rules of Order.

#### **Article VII: Dissolution**

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association, exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

## **Article IX: Indemnification**

**Section 1.** The Association may, by resolution of the Board of Directors, provide for indemnification by the Association of any and all of its Directors, Executive Committee or former Board of Directors, Executive Committee Members or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties of; or a party, by reason of having been Directors, or Executive Committee Members of the Association, except in relation to matters as to which such Director, Executive Committee Member or Officer or former Director, Executive Committee Member or Officer shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

## **Section X: Adoption of By-Laws**

The foregoing by-laws of the MACDE were officially adopted at a meeting of the association held February 26, 2019.