

**Bylaws of the
Iowa Association of Soil and Water Conservation
District Commissioners**
A non-profit corporation
DBA Conservation Districts of Iowa
Amended September 4, 2014

ARTICLE I

Name

The name of this organization shall be “The Iowa Association of Soil and Water Conservation District Commissioners”, doing business as “Conservation Districts of Iowa”. The official abbreviation of its name shall be “CDI”.

ARTICLE II

Purpose

The Association is organized exclusively for educational, scientific, and charitable purposes (as those purposes are defined for organizations that qualify as exempt organizations under section 501 (c) 3 of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE III

Membership

Section 3.1 Active member (voting). Each of five (5) Soil and Water Conservation District commissioners of the 100 Iowa Soil and Water Conservation Districts is eligible to become an active member in this association upon payment of the annual dues to the Association treasurer.

Section 3.2 Voting. Each active member shall have one (1) vote in the transaction of business of this Association. An active member may vote in person or by proxy executed in writing by an active member of his/her Soil and Water Conservation District, or by his/her duly authorized attorney-in-fact. An active member executing a proxy for a commissioner of his/her respective Soil and Water Conservation District must register the written proxy with the meeting’s secretary prior to the opening of the meeting, or send by mail the written proxy to the secretary of the meeting five (5) days prior to the meeting date.

Section 3.3 Dues. The board of directors of this Association shall establish the annual dues for active members and shall announce the amount of dues at each annual meeting.

Section 3.4 Payment of Dues. The annual dues of the active members for the fiscal year shall be payable to the treasurer of the association by June 30 of each year.

Section 3.5 Certification of members. The board of directors will certify the active voting members for the next fiscal year on July 1, based on annual dues paid on June 30.

Section 3.6 Termination of membership. At such time that an active member ceases to be a commissioner of his/her respective Soil and Water Conservation District, active membership in the Association shall cease and the member is no longer eligible to hold office.

Section 3.7 Transfer of membership. Membership in this Association is not transferable or assignable to any person, except that a newly elected commissioner who takes office on January 1 or an appointed commissioner shall assume the membership of the outgoing commissioner if the annual dues have been paid in full of the fiscal year.

ARTICLE IV Meetings

Section 4.1 Annual Meeting. An annual meeting of the membership of this Association shall be held each year at a time and place determined by the board of directors for the purpose of electing the president and vice president, and the transaction of business.

Section 4.2 Special Meetings. Special meetings of the members may be called by the president, or by any four (4) of the regional directors signing a petition calling for a special meeting, or by fifty (50) of the active members signing a petition calling for a special meeting. Meetings called by a signed petition from the board of directors or from fifty (50) members shall have as part of the petition the time, place, and purpose of the special meeting. No business shall be transacted at any special meeting except as stated in the notice of the meeting, unless a majority of the members of the association is present.

Section 4.3 Notice of annual or special meetings. Written notice or electronically transmitted notices of such meetings shall be mailed to each of the 100 soil and water conservation districts at least ten (10) days prior to such meeting.

Section 4.4 Quorum. One-tenth (1/10) of the membership shall constitute a quorum at a meeting of the membership with the majority vote being decisive in the transaction of business except for the passage of a resolution which will require a sixty (60) percent affirmative vote to become a part of the Policy Statement and in those matters of business which require a two-thirds (2/3) vote.

ARTICLE V Regions

Section 5.1 Number. The soil and water conservation districts of Iowa shall be divided into not less than five (5) nor more than fifteen (15) regions.

Section 5.2 Regional structure. Any future change in arrangement of the soil and water conservation districts within the regions shall be submitted to and shall receive a majority vote of the members present at the annual meeting of the association before becoming effective. The initial alignment of Soil and Water Conservation Districts within the regions shall be as follows:

Region 1 – Lyon, Osceola, Sioux, O’Brien, Plymouth, Cherokee, Woodbury, Ida, and Monona Soil and Water Conservation Districts.

Region 2 – Dickinson, Emmet, Kossuth, Clay, Palo Alto, Buena Vista, Pocahontas, Humboldt, Sac, Calhoun, Webster, Wright, and Hamilton Soil and Water Conservation Districts.

Region 3 – Winnebago, Worth, Mitchell, Howard, Hancock, Cerro Gordo, Floyd, Chickasaw, Franklin, Butler, Hardin, and Grundy Soil and Water Conservation Districts.

Region 4 – Winneshiek, Allamakee, Fayette, Clayton, Bremer, Black Hawk, Buchanan, Delaware, Dubuque, Jones, and Jackson Soil and Water Conservation Districts.

Region 5 – Crawford, Carroll, Harrison, Shelby, Audubon, Guthrie, East Pottawattamie, West Pottawattamie, Cass, and Adair Soil and Water Conservation Districts.

Region 6 – Greene, Boone, Story, Marshall, Dallas, Polk, Jasper, Madison, Warren, and Marion Soil and Water Conservation Districts.

Region 7 – Tama, Benton, Linn, Poweshiek, Iowa, Johnson, Cedar, Muscatine, Clinton, Scott, Washington, and Louisa Soil and Water Conservation Districts.

Region 8 – Mills, Montgomery, Adams, Union, Clarke, Fremont, Page, Taylor, Ringgold, and Decatur Soil and Water Conservation Districts.

Region 9 – Mahaska, Keokuk, Lucas, Monroe, Wapello, Jefferson, Henry, Des Moines, Wayne, Appanoose, Davis, Van Buren, and Lee Soil and Water Conservation Districts.

Section 5.3 Regional meetings. The time, place, and agenda for the fall and spring regional meetings shall be scheduled by the board of directors.

Section 5.4 Special meetings. The regional director may call special regional meetings. Active members within their region will be notified in writing, by telephone or electronically through their respective Soil and Water Conservation District offices of the time, place, and purpose of the meeting not less than three (3) days prior to a special regional meeting.

Section 5.5 Meeting notification. Active members within a region will be notified in writing or electronically by the board of directors to their respective Soil and Water Conservation Districts not less than ten (10) days nor more than sixty (60) days prior to their respective fall and spring regional meetings.

Section 5.6 Regional directors. Regional directors shall be elected at the spring regional meeting for a term of three (3) years with their new term beginning April 1. One-third of all regional directors are elected each year. Regional director elections follow the sequence noted below and for every three (3) years thereafter. Current regional directors will serve until the next regional director's term begins.

Spring of 2015, 2018, 2021 - Regions 2,5,8

Spring of 2016, 2019, 2022 - Regions 3,6,9

Spring of 2017, 2020, 2023 - Regions 1,4,7

Section 5.7 Alternate regional directors. Alternate regional directors shall be elected at the fall regional meeting for a one (1) year term and begin such term on the next January 1. A second alternate director may be elected in each region for a one (1) year term.

Section 5.8 Duties of directors and alternate directors.

- A. Regional director. The regional director shall be a voting member of the board of directors and shall perform duties as assigned by the board of directors.
- B. Alternate regional director. The alternate regional director shall perform the duties of the regional director when he/she is absent or unable to serve.
- C. Second alternate regional director. The second alternate regional director, if elected by the region, shall perform the duties of the regional director and/or alternate regional director when he/she is absent or unable to serve.

Section 5.9 Vacancy in regional director positions. In the event that a regional director cannot complete his/her term, the alternate regional director will fill the position until the next regional meeting. At such time there will be a regional election to fill the unexpired term of the vacant regional director position.

Section 5.10 Vacancy in alternate regional director position. In the event there is a vacancy for any reason in the alternate regional director position, the position will be filled at the next regional meeting of active members.

Section 5.11 Voting. Active members in their respective regions will have one (1) vote per member present.

ARTICLE VI Officers

Section 6.1 Number. There shall be offices of president, vice president, immediate past president, secretary, and treasurer. The offices of secretary and treasurer may be combined into one office at the discretion of the board of directors.

Section 6.2 Nominating committee for the president and vice president. The president shall appoint a nominating committee of not less than three (3) active members whose duties shall be to select a candidate or candidates for president and vice president. The nominating committee shall make a report at the first general session of the annual meeting. An active member may nominate an additional active member or members of the association for the offices of president and vice president. Such nominees shall be placed on a ballot as a candidate for president and vice president. Candidates for president and vice president shall be active members of the association.

Section 6.3 Election of president and vice president. The president and vice president of this association shall be elected annually by the members at an annual meeting of the association. Voting for president and for vice president shall be by ballot, and the persons receiving the greatest number of votes shall be declared elected. In the case of a tie between the candidates receiving the greatest number of votes, the voting shall continue until one (1) candidate receives the greater number of votes than the other for the office.

Section 6.4 Conditions of terms for officers. The president and vice president of the association shall serve as officers of the board of directors. The secretary and the treasurer or the secretary-treasurer shall be elected by the board of directors. Each officer shall serve a one-year term starting January 1 of each year. The president or the vice president shall not serve more than two (2) consecutive terms in that office.

Section 6.5 Duties of officers.

- A. President. The president of this organization shall be the executive officer of the association and shall preside at all meetings of the members and the meetings of the board of directors, but shall not vote except in case of a tie; shall appoint all representatives and standing and special committees and shall serve as an ex officio member except the nominating committee.
- B. Vice President. The vice president shall assume the duties of the president when the president is absent or unable to serve and perform such other duties as, from time to time, may be assigned to him/her by the president.
- C. Secretary or Secretary/Treasurer. The secretary or secretary/treasurer shall conduct such correspondence as the president, the executive committee or the board of directors may direct; shall keep the corporate records and act as secretary of the meetings of the board of directors, the executive committee and the annual or special meetings of the members; and shall give or cause to be given, all notices required to be given by these bylaws.
- D. Treasurer or Secretary/Treasurer. The treasurer or secretary/treasurer shall keep account of all monies, funds, and property of the association and report annually all receipts and disbursements; shall receive funds or make payment of funds as directed by the board of directors; shall give bonds satisfactory to the board of directors; and shall obtain and keep current appropriate communication with the

Internal Revenue Service and shall provide to the Internal Revenue Service those records which are deemed necessary to perpetuate the non-tax status of this association.

Section 6.6 Compensation. The president, vice president, immediate past president, secretary, treasurer, directors and alternate directors shall serve without compensation. Travel and other expenses shall be paid to them, however, as determined by the board of directors.

ARTICLE VII Board of Directors

Section 7.1 General Powers. The affairs of this association shall be managed by hits board of directors.

Section 7.2 Board Compensation. The board of directors of the association shall consist of the president, the vice president, the immediate past president of the board of directors, and one (1) director from each region. No member may hold more than one position entitling him/her to membership on the board of directors. The board of directors of the corporation shall not number less than three nor exceed twenty.

Section 7.3 Vacancies.

A. In the event that a vacancy on the board of directors is created by resignation, death, or failure of the regional director to be elected as a commissioner in his/her Soil and Water Conservation District, such vacancy shall be filled by the alternate regional director.

B. If there is not an active alternate regional director or an active second alternate regional director, then the board of directors of this association shall name a commissioner within that region to serve until the next regional meeting at which time the unexpired term will be filled by an election of a new regional director to complete the unexpired term.

C. A vacancy in the position of vice president or past president will not be filled until the next annual meeting.

Section 7.4 Meetings. The board of directors shall have regular meetings at such time and place as it determines necessary to conduct the business of this association.

Section 7.5 Quorum. A majority of the board of directors shall constitute a quorum with the majority vote being decisive in the transaction of business.

Section 7.6 Voting. Each member of the board of directors present shall have one (1) vote in a transaction of business.

Section 7.7 Executive Committee. The president, vice president, immediate past president, secretary, and treasurer constitute an executive committee. The committee shall have and exercise the authority of the board in the management of the business of the association in intervals between meetings of the board and shall be subject at all times to the direction of the board of directors.

Section 7.8 Power.

- A. The board of directors shall have the power to authorize any officer or officers, agent or agents of the association in addition to the officers so authorized by these bylaws to enter into any contract or execute and deliver any such instrument in the name of and on behalf of the association, and such authority may be general or may be confined to specific instances.
- B. The board of directors may accept on behalf of the association any contribution, gifts, bequests, or device for any purpose for the association.
- C. The board of directors shall have the power to employ personnel and to acquire and own equipment as it deems necessary to carry out its functions.
- D. The board of directors shall have the power to enter into contracts with interested groups and agencies for the betterment and the purpose for which the association is created.

Section 7.9 Personnel. It shall be the duty of an Executive Director and/or Association staff to carry out the goals and objectives of the association. The president of the association will determine the priority of duties to be assigned.

ARTICLE VIII Committees

Section 8.1 Standing Committees. The board of directors by resolution adopted by the directors in office may designate one or more standing committees. Each committee shall consist of one or more directors and may include alternate directors and/or other active members of the association.

Section 8.2 Special Committees. Special committees may be designated by a majority vote of the directors present at a meeting. Members of each such committee shall be active members of the association, and the president of the association shall appoint members.

ARTICLE IX Finance

Section 9.1 Fiscal Year. The fiscal year of this association shall begin on July 1 and end on June 30 of each year.

Section 9.2 Audit. The books and accounts of the association shall be audited once each year by a committee of three (3) active members appointed by the President or an accredited accounting firm. The financial status of the association will be presented at the annual meeting. Districts may request a copy of the audit and the IRS 990 form be sent to them when completed by the accountant.

Section 9.3 Budget. The president shall appoint a committee composed of the treasurer of the association and three (3) active members who shall prepare a budget for the fiscal year for approval by the board of directors; shall submit it to the association for ratification at the annual meeting; and, from time to time, can submit supplements to the budget for the current fiscal year to the association board.

Section 9.4 Order of Business. The proceedings of this association shall be conducted under and pursuant to Robert's Rules of Order newly revised except as herein otherwise provided.

Section 9.5 Place of Business. The principal business center for the association shall be the office of the Iowa Association of Soil and Water Conservation District Commissioners, State of Iowa.

Section 9.6 Depository and Signatures. The funds of this association shall be kept in a federally insured depository designated by the board of directors. The signature of the president, vice president, treasurer, and executive director shall be on file on signature cards with the designated depository.

Section 9.7 Exemption of Private Property. The private property of the officers and members of this corporation shall not be liable for the debts or liabilities of this corporation, but shall be exempt therefrom.

Section 9.8 Stock. This corporation shall have no stock. It shall be comprised of members rather than shareholders. No dividends shall be declared nor shall any distribution of property be made among members.

Section 9.9 Dissolution. In the event of the dissolution of this association or in the event it shall cease to carry out its purpose, all business, property, and assets of this corporation shall be distributed equally among the 100 chartered Soil and Water Conservation Districts.

ARTICLE X Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the association and its board of directors in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the association may adopt.

ARTICLE XI
Affiliated Organizations

Section 11.1 The Auxiliary. There can be established as an affiliated organization, the Auxiliary of the Iowa Association of Soil and Water Conservation District Commissioners. The official abbreviation of its name, using the d.b.a., shall be the CDI Auxiliary.

- A. The objective of this affiliation is to provide a basis for the effective utilization of the skills and energies of the members of the CDI Auxiliary in support of the purposes and activities of the association. To this end, the CDI Auxiliary may engage in such educational, promotional, and public relations activities as will further the purposes, policies, and activities of this Association.

Section 11.2 The Past Presidents' Council. There can be established, as an affiliated organization, the Past Presidents' Council of the Iowa Association of Soil and Water Conservation District Commissioners. The official abbreviation of its name, using the d.b.a., shall be the CDI Past Presidents.

- A. The objective of this affiliation is to provide a basis for the effective utilization of the talents and experience of the members of the CDI Past Presidents in support of the purposes and objectives of this association. To this end, the CDI Past Presidents may engage in such activities as will further the purposes, policies, and activities of this Association.
- B. This Council shall include all past presidents of the Association and shall serve as an advisory council to the board of directors.

ARTICLE XII
Amendment of Bylaws

These bylaws may be amended at any regular meeting of the association by a two-thirds (2/3) vote of the members present, provided that the amendment has been submitted in writing to the Soil and Water Conservation District offices thirty (30) days prior to the annual meeting.

ARTICLE XIII
Policy Review

Annually, the CDI Board will review policy statements five years and older. The CDI Board will make recommendations to update the language and renew the policy statements or to archive policy statements that have already been accomplished or are no longer relevant. These recommendations will be sent to districts with preconference resolution voting, a

minimum of 90 days prior to the CDI Business Meeting. Annually, at the CDI Business Meeting, the membership will vote to adopt the recommendations to the policy statements made by the CDI Board.