



## **NATIONAL ASSOCIATION OF STATE CONSERVATION AGENCIES**

### **Section 1**

**Name:** The name of this nonprofit corporation is the "National Association of State Conservation Agencies," therein after referred to as "association."

### **Section 2**

**Membership:** Members in this association shall include dues paying State Conservation Agencies which may be represented by their designated agency representative. The official designee or any designated substitute can represent the agency in all NASCA functions.

### **Section 3**

**Purposes:** The purpose for which this association is formed is to provide a voluntary, nonpolitical organization of state conservation agencies in order to accomplish the following:

- a) Provide a forum whereby ideas and expressions of mutual interest may be explored.
- b) Provide a clearinghouse through which conservation information may be distributed to its members or to others who may find the information advantageous.
- c) Provide spokespersons who may represent its membership in deliberations with other agencies or groups.
- d) Promote interchange of ideas between its members to the end that the professional status of the membership may be enhanced.
- e) To provide assistance upon request, to strengthen programs of state conservation agencies.
- f) Carry out such additional functions as the membership may direct.

### **Section 4**

**Officers:** The officers of this association shall be a President, a Vice President, a Secretary, a Treasurer and the Immediate Past President whose term shall begin on January 1st of each calendar year. The officers may delegate any of the duties listed below to association staff.

## Section 4.1

### Duties:

- a) The President shall:
  - 1. Preside at all meetings of the Executive Committee, Board of Directors and all other meetings of the association.
  - 2. Represent the association at all times unless the President designates another representative.
  - 3. Prepare a brief annual report for presentation at the annual meeting.
  - 4. Serve as an ex-officio member of all committees except the nominating committee.
  - 5. Be the principal executive officer of the association.
  - 6. Have authority with the Treasurer to sign and execute all authorized bonds, mortgages, contracts, checks, notes, or other obligations in the name of and on behalf of the association except in cases where the signing and execution thereof shall be expressly otherwise delegated by the Board of Directors or Bylaws.
- b) The Vice President shall have the following duties:
  - 1. Shall preside at any meeting at which the President is not present or when requested by the President to preside.
  - 2. Prepare a written agenda for meetings.
  - 3. Prepare agendas for annual and national meetings.
  - 4. Perform such duties as may be assigned by the Executive Committee and/or the Board of Directors.
- c) The Secretary shall:
  - 1. Send written notices of all meetings to appropriate members.
  - 2. Be responsible for having the minutes at all meetings recorded.
  - 3. Have a copy of the minutes to each of the Board of Directors before the next regularly scheduled meeting of the Board.
  - 4. Keep a permanent file of all minutes, important correspondence and other properties of the association.
- d) The Treasurer shall:
  - 1. Be responsible for all receipts and disbursements of the association.
  - 2. Maintain a checking account of association funds.
  - 3. Prepare quarterly financial statements indicating the association's receipts and disbursements.
  - 4. Perform such other duties as may be required by the Executive Committee and/or the Board of Directors.

## Section 5

**Board of Directors:** The Board of Directors shall consist of one member of the association from each region as constituted by the membership (therein referred to as "Regional Directors") and the elected officers of President, Vice President, Secretary, Treasurer, and immediate Past President.

The Regional Directors shall:

1. Implement any policies and procedures of the association.
2. Make regular contacts (phone calls, e-mails, conference calls) with the states in their region to facilitate the exchange of information between the states and the NASCA Board.
3. Work to strengthen and maintain effective liaisons between state agencies and their regional partners.
4. When requested provide guidance and assistance to state agencies.
5. Build the capacity of state agency staff by organizing and conducting training activities.
6. Attend and participate in NASCA meetings and functions.
7. Formulate and direct the execution of plans, programs, and projects to achieve the purpose of the association.
8. Select the time, date and meeting site of the annual meeting.
9. Promote and encourage membership participation.
10. Represent the association when requested by the President.
11. Perform such duties as may be assigned by the president and/or the executive committee.
12. Provide a regional report at the annual meeting.
13. Directors shall have the authority to designate (in writing and with the President's approval) and empower a member in good standing from their respective region to represent them at NASCA Board meetings.

## **Section 6**

**Powers:** The management of the association shall be vested in the Board of Directors. These powers shall include but shall not be limited to the following:

- a) To implement any policies and procedures of the association.
- b) To formulate and direct the carrying out of plans and programs to achieve the purpose of the association.
- c) To select the time, date, and meeting site of the annual meeting of the association.

## **Section 7**

**Executive Committee:** The Executive Committee shall consist of the association's President, Vice President, Secretary, Treasurer, and immediate Past President. Meetings shall be called by the President. The Executive Committee shall transact the business of the association between meetings of the Board of Directors. Action taken by the Executive Committee is subject to review by the Board of Directors.

## **Section 8**

**Elections:** Officers and of this association shall be elected for a one-year term at the annual meeting of the association. No more than one member from a given agency can be elected as an officer or to the Board of Directors. Regional Directors shall be elected at the annual meeting of

the association by the membership in their respective regions. Terms of office shall be for two years. The Pacific, Northern Plains, North Central and Northeast Regional Directors shall be elected in odd-numbered years; the Southwest, South Central and Southeast Regional Directors shall be elected in even-numbered years. An officer(except that of the Treasurer) may hold that office for only two terms. A person holding the office of Treasurer may hold that office for as many terms as the membership chooses to elect that person. All elected officers and Regional Directors shall take office on January 1 of each calendar year. Vacancies occurring among the Board of Directors shall be filled for the remainder of the unexpired term by a process developed by the Executive Committee. Vacancies on the Executive Committee shall be filled by appointment by the remaining members of the Committee until the next annual meeting of the association.

### **Section 9**

**Meetings:** Meetings, other than the annual meeting, for the transaction of business and to carry out objectives of this association shall occur at least once during each calendar year at such time and place as shall be decided by the Executive Committee or by the membership voting at its annual meeting. Attendance at meetings will be open to association members and staff of state committees, boards and commissions.

### **Section 10**

**Quorum:** A quorum of the membership authorized to carry on business of this association shall be the membership in attendance at any annual meeting providing such meeting has been announced to the membership at least two weeks prior to the meeting. A simple majority of the active members voting at a duly announced meeting of the association shall be necessary for the transaction of business except to dissolve the association. Each state will be allowed only one vote in matters pertaining to the affairs of the association.

### **Section 11**

**Dues:** Any change to membership dues shall be determined by the associationmembership voting at its annual meeting.

### **Section 12**

**Donations:** Donations, grants and gifts may be accepted from individuals, estates, agencies, foundations and others interested in furthering the objectives of this association. Such funds or properties shall be administered by the association's Executive Committee.

### **Section 13**

**Committees:** The President with the advice of the Executive Committee shall appoint all committees necessary to carry out the association's objectives. Committee members shall be association members. The President with the advice of the Executive Committee shall determine

the duties and responsibilities of each committee. Each shall report to the membership at its annual meeting.

### **Section 13.1**

**Policy Committee:** The NASCA Policy Committee shall implement the Policy Development Procedures for the association. The NASCA immediate Past President will serve as Policy Committee chair. In the event of a vacancy, the regional director for that region may fill the vacant seat on the Policy Committee on an interim basis.

### **Section 14**

**Amendments:** These bylaws may be amended by the members at an annual meeting of the association providing the proposed amendments are submitted by the Executive Committee to the membership at least two weeks prior to the meeting.

### **Section 15**

**Procedure:** Roberts' Rules of Order, Revised, shall be the parliamentary authority for all matters of procedure not specifically covered by the bylaws.

### **Section 16**

**Dissolution:** The association may be dissolved by a two-thirds vote by the members at an annual meeting of the association providing written notice of the intent to dissolve shall be given to the members of the Executive Committee or any four members of the association at least two weeks prior to the meeting. Upon dissolution, all funds, assets and property shall be disposed in such manner as directed by the membership at its last meeting.

The bylaws of this Association as prescribed above were adopted February 7, 1967, in Cincinnati, Ohio.

Amendments were made to Section 2, Section 4, and Section 7 of the bylaws of the Association in San Francisco, California, February 3, 1970.

Further amendments to Section 1 and Section 2 were made in New Orleans, Louisiana on February 9, 1983.

The bylaws were amended at the annual meeting held February 5, 1989 in Salt Lake City by changing the association name from "Administrators" to "Agencies" in Section 1; by deleting reference to state leadership to soil conservation districts in Section 2; by inserting Paragraph F in Section 3; by adding Sections 5, 6, and 7 to provide for a Board of Directors, and by making other typographic and editorial corrections.

The bylaws were amended at the February 9, 1993 annual meeting in Orlando, Florida to reflect an addition to Section 8 reflecting that the Treasurer may serve a maximum of three one-year terms.

The bylaws were amended at the February 4, 1997 annual meeting in Kansas City, Missouri to enable the Association to incorporate.

These bylaws were amended at the February 3, 1999 annual meeting in San Diego, California to allow the office of the Treasurer to serve a term beyond three years.

These bylaws were amended at the September 13, 2000 annual meeting held in Reno, Nevada, to implement certain provisions of the report of the "Futures Committee."

These bylaws were amended at the September 25, 2006 annual meeting held in San Antonio, Texas.

These bylaws were amended at the September 8, 2008 annual meeting held in Whitefish, Montana adding Section 13.1 "Policy Committee."

These bylaws were amended at the September 12, 2011 annual meeting held in Columbus, Ohio adding the start term date for regional directors in Section 8.

REMINDER: if adopted by membership, insert amendment note here and change document footers to reflect.