

AISWCD BY-LAWS

ARTICLE #1 | AUTHORITY – PURPOSE – POWER – PLACE OF BUSINESS – MEMBERSHIP – DUES

Section #1: Authority.

The final authority in the direction and control of the affairs of this Association shall rest in the membership. All Illinois Soil and Water Conservation Districts are eligible to be members of this organization.

Section #2: Purposes.

The purposes of the Association are stated in the constitution and policies of the Association of Illinois Soil and Water Conservation Districts, including to advance the conservation and orderly development, management, improvement, and multiple use of natural resources of the State of Illinois through serving Soil and Water Conservation Districts.

In accordance with Internal Revenue Code (hereinafter I.R.C.) 501(c) (4), the Association is not organized for profit, but operated exclusively for the promotion of social welfare and the net earnings of which are devoted exclusively to charitable, educational, or recreational purposes.

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, directors, officers, employees, 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.

Income for each taxable year will be distributed at such time and in such manner as not to subject the Association to tax under I.R.C. 4942, and the Association shall not engage in any act of self-dealing as defined in I.R.C. 4941 (d), or retain any excess business holdings as defined in I.R.C. 4943 (c), or make any investments in such manner as to subject the Association to tax under I.R.C. 4944 and make any taxable expenditures defined in I.R.C. 4945 (d).

Upon dissolution and in accordance with Article 6, Section 2 below, any assets remaining after all expenses and obligations are fully satisfied, shall be distributed evenly to the eligible member Soil and Water Conservation Districts formed under 70 ILCS 405/1 in good standing at time of dissolution.

Section #3: Power.

The State Association shall have power to employ such personnel and to acquire and own such equipment as may be necessary for carrying out the objectives of the Association. The Association shall represent the Soil and Water Conservation Districts in the State of Illinois. The Association Board shall elect a board member and alternate to the National Association of Conservation Districts. The NACD Board member and Alternate shall be an elected director from a District in good standing. The Association shall have the power to enter into agreement with interested groups and agencies as may be necessary to carry out the purpose and objectives of the organization.

Section #4: Offices.

The Association shall have and continuously maintain in this State a registered office and a registered agent whose office is identical with such registered office, and shall have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

Section #5: Membership.

The membership of the Association shall consist of two (2) classifications.

- A. Active Voting Members: Shall be the Soil and Water Conservation Districts of Illinois, whose dues have been paid in full for the previous 365 days (subject to Article 1 Section 6, B) which qualifies them to be a district in good standing. Each shall be represented by one delegate and one alternate current director appointed by the District governing body. Each District shall have one vote. A district in good standing shall have privileges of being represented by the Association and directors able to hold office, vote in Association matters, and participate in Association programs.
- B. Affiliate Members: Affiliate Members of the Association shall consist of any individual, company, corporation or agency interested in supporting, financially or through active participation, the conservation, improvement, management, and multiple use of the natural resources of the State of Illinois.

Section #6: Dues.

The dues of the Association shall be paid in full annually by January 1.

- A. Active Voting Member: Shall be the Soil and Water Conservation Districts of Illinois, whose dues have been paid in full within 45 days after receipt of invoice.
- B. Dues Deadline Variance: The dues payment deadline may be extended by the President with concurrence of the Executive Committee for a named, definite period of time due to extenuating circumstances.

ARTICLE #2 | DELEGATE MEETINGS – VOTING PRIVILEGES – QUALIFICATIONS - QUORUM

Section #1: Annual Meeting.

The Annual Meeting of the members of the Association shall be held at such time and place as may be designated by the Board of Directors of the Association. The Secretary shall send or have sent written notice to all members at least 30 days prior to the date set. Notice shall state time and place and shall include notice of special business that is to be presented over and above the ordinary or regular business.

Section #2: Special Meetings.

Special meetings may be called at any time by the President or a majority of the Board of Directors or upon written request of one-third of the active voting members of this Association. Notice of special meetings and shall be given to all board members and shall provide sufficient time to allow for any necessary preparation and travel to attend the meeting. No business may be transacted at a special meeting other than that stated in the call. Such special meetings may take place in person or, at the discretion of the president or of the majority of the board, by conference call.

Section #3: Voting Privileges.

Voting privileges of this Association shall be vested in delegates qualifying under the classification of Active Voting Members as outlined in Article #1, Section 5, A.

Section #4: Qualifications.

The qualification for voting delegates shall be that they must be District Directors appointed by a District Governing Body.

Section #5: Quorum.

A majority of the Active Voting Delegates shall constitute a quorum for the transaction of business at any regular or special meeting of the members. In the absence of a legal quorum, those present may conduct the business of the Association, with all actions so taken being subject to approval by the delegate body at a time when a quorum is declared.

Section #6: Resolutions.

Resolutions to be brought before the Annual Meeting must be sent to the Resolutions Chairperson (see Article 5, Section 2 c), before the June Board Meeting prior to the Annual Meeting. Resolutions brought to the Resolution Chairperson before the June Board Meeting must receive a simple majority for passage. Resolutions not submitted to the Resolution Chairperson before the June Board Meeting must be brought before the voting delegates and receive a seventy- five percent (75%) favorable response of voting delegates present in order to bring the resolution to the floor for discussion. Following discussion these Resolutions must receive a simple majority for passage. Resolutions can be initiated by any District in good standing, Association committees, Association Board of Directors, and Councils in good standing. Councils with a majority of their Districts as active voting members shall be considered as in good standing.

Resolutions passed by the voting delegates at the annual meeting will be added to the AISWCD Resolution Book for use by the AISWCD Employees, Officers and members to further the efforts of Conservation by the AISWCD.

Section #7: Amendments of By-Laws.

By-laws may be amended, repealed or altered at the Association Annual Meeting by a two-thirds (2/3) vote of the eligible districts present. At least thirty (30) days prior to the Annual Meeting, notice of the proposed amendment(s) shall be given to the membership. Amendments become effective immediately upon passage. Resolutions that deal with by-law changes shall include the Article and Section amended, repealed or altered by the resolution.

ARTICLE #3 | BOARD OF DIRECTORS – OFFICERS - EXEC COMMITTEE ORGANIZATION UNITS – PERSONNEL

Section # 1: Board of Directors.

The business, property and affairs of this Association shall be controlled by a Board of Directors composed of a Director or Alternate Director from each Council hereinafter known as Association Director or Alternate Association Director and the Executive Committee. The Association Directors or Alternate Association Directors, Vice President, Secretary, Treasurer, and Area Vice Presidents shall have voting rights, with the President only voting to break a tie. The immediate past president of the AISWCD if currently serving as a duly elected member of a governing body of an Illinois Soil and Water Conservation District in good standing, NACD Board member and Alternate, NACD Officer and President of the Auxiliary and Co-Chairs of the Illinois Soil and Water Conservation District Employees Association. elected by their body serve with voice participation but without voting rights on both the Board of Directors and the Executive Committee (Article 3, Section 1, C).

Qualification for Board of Directors: They must be duly elected and currently serving as members of a governing body of an Illinois Soil and Water Conservation District in good standing. Directors of the Association shall be confirmed at the Annual Meeting. Alternate Directors shall qualify and be elected in the same manner as Directors, and shall serve only in the case of inability of the duly elected Director. The President of the Auxiliary and Co-Chairs of the Illinois Soil and Water Conservation District Employees Association from a district in good standing shall be the only members not duly elected by an Illinois Soil and Water Conservation District.

- A. Qualification for Association Directors: Association Directors and Alternate Association Directors shall be elected by members of each respective Council prior to the Annual Meeting and their names and addresses shall be reported by the Council to the secretary of the Association two (2) weeks prior to the Annual Meeting.
- B. Executive Committee: The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, four (4) Area Vice Presidents, immediate past president of the AISWCD if currently serving as a duly elected member of a governing body of an Illinois Soil and Water Conservation District in good standing, NACD Board member and Alternate, NACD Officer (when applicable), and President of the Auxiliary and Co-Chairs of the Illinois Soil and Water Conservation District Employees Association.

Executive Committee meetings may be called at any time by the President or by a majority of the Executive Committee members.

Section #2: Officers of the Association.

The officers of this Association shall be President, Vice President, Secretary, and Treasurer. The officers of the Association shall be elected by the membership.

Section #3: Organization Units.

The organization of the Association shall be composed of Soil and Water Conservation Districts in Illinois, and separate corporate bodies incorporated under an Enabling Act of the laws of the State of Illinois.

- A. For the purpose of providing representation on the Association's Board of Directors, Districts are grouped into sixteen (16) Councils with one representative from each Council elected to the Board of Directors (Article 7, Section 1).
- B. For the Purpose of coordinating the work of the Officers of the Association, the State shall be divided into four (4) Areas. An Area Vice President and an Alternate shall be nominated and elected by the active voting membership of each Area, and confirmed by the active voting membership of the Association at the Annual Meeting (Article 7, Section 2).

Section #4: Personnel of the Association.

Personnel of the Association shall consist of such personnel as needed to carry out the duties and goals of the Association.

- A. Executive Director: The Executive Committee of the Association may employ an Executive Director to serve under the direction of the President of the Association with concurrence of the Board of Directors.
- B. Association Staff: The Executive Committee and Executive Director may employ staff as needed to accomplish goals and objectives of the Association.

ARTICLE #4 | ELIGIBILITY – TERM OF OFFICE – COMPENSATION - DUTIES

Section #1: Eligibility.

- A. Eligibility for Officers: In order to become eligible for nomination and election to the Board of Directors, Officers or Executive Committee of this Association, a candidate must be a duly elected member of the governing body of a local Soil and Water Conservation District in good standing.
- B. Eligibility for Association Directors and Alternates: They must be duly elected members of a governing body of a Soil and Water Conservation District in good standing at the time they are elected. Council Directors shall be elected by respective Councils. Alternates shall serve only in the case of absence of the duly elected Director.
- C. Eligibility for Area Vice Presidents: In order to become eligible as an Area Vice President, they must be District Director in good standing and be nominated and elected by the Area membership in which their District belongs at the State Association Annual Meeting.
- D. Eligibility for Committee Membership: Only District Directors and the ISWCDEA appointed district personnel from a district in good standing shall be eligible to serve as a voting member on any of the Association committees. They shall be recommended for an appointment by the committee chairperson appointed by the President of the Association and approved by the Board of Directors of the Association.

- E. Eligibility for NACD Board member and Alternate: Board member and alternate to be elected biannually at December Quarterly Board meeting by Association Board of Directors. NACD Board members and Alternate shall come from a district in good standing. The newly elected NACD Board Member and Alternate will take office immediately upon being elected and shall serve until their replacement is elected.

Section #2: Term of Office.

The term of the President shall be for two (2) years. The president is eligible for election to a consecutive two-year term. The Vice President and the Secretary and Treasurer shall be elected annually. Should the President be unable to complete the term, the Vice President shall complete the unexpired term and is then eligible for election to 2 two-year terms as President. Newly elected officers and Directors of the Association shall take office at the conclusion of the Annual Meeting and Summer Conference activities.

- A. Term of Office for Area Vice Presidents: The term of office for Area Vice Presidents shall be two (2) years and they shall be elected by the delegate body at the Annual Meeting. Area 1 and Area 3 shall elect in the odd-numbered years, and Area 2 and Area 4 shall elect in the even-numbered years.
- B. Term of Office to the Board of Directors: An Association Director shall be elected for a two-year term. The Councils designated in Article #7 with an odd number shall elect in the odd years, and the Councils designated in Article #7 with an even number shall elect in the even years.
- C. Term of Office for Councils: Council Chairperson, Vice Chairperson, Secretary and Treasurer shall be elected for a two (2) year term by members of each respective Council. The offices of the Secretary and Treasurer may be held by the same person. The Council Officers shall be elected as designated in Article #7 with odd numbered Councils electing in odd years, and the Councils designated in Article #7 with an even number electing in even years. All Council Officers must be a duly elected member of a governing body of a Soil and Water Conservation District in good standing with the Association at the time they are elected. Council Officer elections shall occur prior to the Annual Meeting and shall occur during the months of March, April or May to provide sufficient time for the names and addresses of those elected to be reported by the Council Secretary to the Secretary of the Association no later than two (2) weeks prior to the June Board of Directors meeting.

Section #3: Compensation.

Committee members and members of the Board of Directors may receive reasonable compensation for their services and may be reimbursed for expenses including travel expenses, necessarily incurred in the discharge of their duties.

Section #4: Duties.

- A. Duties of the President: The President shall be the Chief Executive Officer of the Association. The President shall preside at all meetings of the members, at all meetings of the Board of Directors and Executive Committee. The President is authorized to appoint any member of the Board of Directors to represent the President to perform all functions thereof. The President shall, in addition, carry out the directives of the Association Board of Directors. The President shall create or dissolve Association Committees as needed.
- B. Duties of the Vice President: The Vice President shall assume and discharge the duties of the President in the absence of that officer and all other duties as assigned to him/her by the President. The Vice President shall serve as Resolution Committee and Legislative Focus Area Committee Chairperson. The Vice President will conduct an evaluation of the Association at mid-year. The Vice President will prepare the Annual Plan of Work.
- C. Duties of the Secretary: The Secretary shall be the custodian of all books, papers, records, the official seal and property of the Association. The Secretary shall keep the Corporate Records, shall act as Secretary of the meetings of the Board of Directors and of the Executive Committee. The Secretary will notify Districts of the version of Robert's Rules of Order to be used to conduct the business meeting of the Association. The Secretary shall give, or cause to be given, all notices required to be given, and shall perform such duties as may be assigned by the President. Secretary shall serve as Planning Focus Area Committee and Annual Meeting Task Force Chairperson.

- D. Duties of the Treasurer: The Treasurer shall have charge of the assets of this Association, and pay them out as ordered by the Board of Directors, which may be by direct order or duly adopted policy. The Treasurer shall keep accurate account of the receipts and disbursements and submit a record or report thereof to the Board of Directors at their regular meetings, and at such times as may be required. The Treasurer shall give a full and complete report for the fiscal year to the Annual Meeting of the Members. The Treasurer shall be Chairperson of the Financial Management Focus Area Committee and Audit Committee and assist with the preparation of a budget for each of the Committees, the Executive Committee, and General Budget of the Association. The Treasurer shall conduct an annual evaluation of insurance coverage to be reviewed annually. The Treasurer shall maintain an inventory of equipment, furniture, and furnishings as well as agreements and contracts to be reviewed annually.
- E. Duties of the Executive Committee: It shall be the duty of the Executive Committee to assess the goals and assemble information concerning matters of importance to the Board of Directors. The Executive Committee shall direct and guide the Association personnel toward accomplishment of the Association goals as identified in the Association's Annual Plan of Work. They shall review annually the By-Laws of the Association. They shall review resolutions submitted through the Association.
- F. Duties of the Executive Director: It shall be the duty of the Executive Director to carry out the goals and objectives of the Association of Illinois Soil and Water Conservation Districts as outlined in the Association's Annual Plan of Work. The President of the Association and the Executive Committee will determine the priority of duties to be assigned.
- G. Duties of the Area Vice President: It shall be the duty of the Area Vice Presidents to assist the President in carrying on the business of the Association in the respective areas from which they are elected. It shall also be the duty of the Area Vice President to contact and meet with each Council in the Vice President's Area at least once in each fiscal year. They shall serve on the Executive Committee and shall submit Area wide concerns.
- H. Duties of the Association Director: It shall be the duty of the Association Directors to give direction, information and input to the Board of Directors and Executive Committee from their respective Council. They shall vote on issues brought before the Board of Directors at regular Board meetings or special meetings. They shall report results of Board meetings to Council meetings for local review, discussion and appropriate action. They shall serve on committees of the Association as directed by the President and/or Committee Chairperson. They shall attend their Council Meetings, Association Board Meetings, Association Annual Meeting, Association Committee Meetings, and other meetings deemed necessary by the President.
- I. Incapacity of Officers: A vacancy in any office (with the exception of the office of President) because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE #5 | BOARD OF DIRECTORS

Section #1: Board Meetings.

The Board of Directors composed of the Association Directors and Executive Committee members shall meet at least three (3) times a year or as often as the business of the Association requires. Regular scheduled Board Meetings will be held in the months of March, June and December. Each member of the Board of Directors is entitled to one (1) vote on all business to come before each Board Meeting. In the absence of a legal quorum, those present may conduct the business of the Association, with all actions so taken being subject to approval by the Board of Directors at a time when a quorum is declared.

- A. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or by a majority of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board of Directors. Notice of special meetings shall be given to all board members and shall provide sufficient time to allow for any necessary preparation and travel to attend the meeting. No business may be transacted at a special meeting other than that stated in the

call. Such special meetings may take place in person, by conference call or by other available electronic means.

- B. Council Meetings: All Councils shall meet at least three (3) times a year or as often as the business of the Council requires.

Section #2: Committees:

In order to facilitate the work of the State Association the activities of the Association shall be divided into focus area committees. The Chairperson of each focus area committee shall be a duly elected Director of an Illinois Soil and Water Conservation District in good standing and appointed by the President of the Association. Reports shall be made by the Chairperson of each focus area committee to the board of directors. The Board of Directors shall have authority to approve, reject, revise or refer reports and requested actions back to focus area committee for further consideration. The focus area committees will meet at least once each year. The number of standing focus area committees and committees shall be determined by the President as deemed necessary to carry on the work of the Association with concurrence from the Board of Directors.

- A. Standing Committees: The standing focus area committees may include, but shall not be limited to the following: Communications Focus Area Committee, Planning Focus Area Committee, Legislative Focus Area Committee, Financial Management Focus Area Committee, Urban Community and Conservation Focus Area Committee, Education Focus Area Committee, Executive Committee, Resolutions Committee, Nominating Committee and Forestry Committee.
- B. Nominating Committee: The Nominating Committee shall annually present a slate of candidates to the delegate body for election as Officers of the Association. The Nominating Committee shall consist of the sixteen (16) Association Directors. The Nominating Committee shall elect the Chairperson from among its members at the December Board Meeting.
- C. Resolutions Committee: The Resolutions Committee shall be composed of the Vice President and four (4) Area Vice Presidents. The Vice President shall serve as the Resolution Chairperson. The Resolution Committee shall review resolutions and shall assign resolutions to standing committees for study and comment. The Resolution Committee may work with member Districts to combine similar resolutions. The Resolution Committee will make recommendations to the Board of Directors of appropriate action. All Resolutions submitted to the Resolution Committee will be presented to the delegate body at the Association's annual meeting.
- D. Resolution Book Review Committee: The Resolution Committee shall also serve as the Resolution Book Review Committee and shall review the Resolution Book on a yearly basis. Any Resolution in the Resolution Book deemed not relevant to the operation of the AISWCD will be brought forward to the voting Delegate Body of the AISWCD at its annual meeting to be voted on for removal. Delegates will be informed of Resolutions proposed for removal at least 30 days prior to the annual meeting. Any district that is a member in good standing has the right to request that the Resolution be further reviewed before it is brought before the delegate body for removal. In its request for further review, the district will provide reason for making its request. Once the Resolution Book Review Committee has determined that the resolution is no longer relevant to the operations of the AISWCD and that no district has requested further review, the question shall be put to the voting delegates present. A simple majority of the voting delegates present, voting for removal, will be necessary to remove the Resolution from the AISWCD Resolution Book.

ARTICLE #6 | FINANCE – SERVICE – SUNDRY PROVISIONS

Section #1: Depository.

The funds of this Association shall be kept in a Federally Insured Bank designated by the Executive Committee. Such a depository should be convenient and readily accessible to the Treasurer.

- A. Signatures: The signature of the President, Treasurer and the Treasurer's designee (Executive Director), and one other employee as may be deemed necessary and designated by the President shall be on file with the designated depository. The signature cards on file at the depository shall so designate.
- B. Bond: The Treasurer shall be required by the Board of Directors to give bond for the faithful discharge of duties in such sum and with such surety as may be determined by the Board of Directors. The premium on any corporate fidelity bond so required shall be paid out by the Association.

Section #2: Distribution of Assets.

No distribution of the property of this Association shall be made until all debts are fully paid, and then only upon its final dissolution and surrender of organization and name, and as otherwise provided by law; nor shall any distribution be made except by majority vote of the members of the Association at any regular or special meetings, and only after due notice has been given as prescribed by these by-laws as regards special meetings. However, this prohibition shall not operate to prevent the Association, while acting, from receiving and distributing or disbursing any funds as prescribed by these by-laws. In case of final dissolution of the Association, any funds remaining after all expenses and obligations are fully satisfied shall be distributed evenly to the soil and water conservation districts in good standing at time of dissolution.

Section #3: Fiscal Year.

The fiscal year of this Association shall begin with the first day of January and terminate with the thirty-first day of December.

Section #4: Order of Business.

The proceedings of this Association shall be conducted under and pursuant to Robert's Rules of Order except as herein otherwise provided.

Section #5: Corporate Seal.

The Corporate seal of this Association shall consist of two concentric circles, between which shall be the name of the Association, and in the center shall be inscribed the words "Corporate Seal", and such seal impressed on the margin is hereby adopted as the Corporate Seal of this Corporation.

ARTICLE #7

Section #1: Councils.

The Soil and Water Conservation Districts of Illinois shall be grouped into sixteen (16) Councils:

- Council # 1: Carroll - JoDaviess - Lee - Ogle - Stephenson - Whiteside
Council # 2: Bureau - Henry - Marshall/Putnam - Mercer - Rock Island - Stark
Council # 3: Grundy - Iroquois - Kankakee - Kendall - LaSalle - Livingston
Council # 4: Fulton - Hancock - Henderson - Knox - McDonough - Warren
Council # 5: Mason - Menard - Peoria - Tazewell - Woodford
Council # 6: DeWitt - Ford - Logan - Macon - McLean - Moultrie - Piatt
Council # 7: Clark - Champaign - Coles - Douglas - Edgar - Vermilion
Council # 8: Adams - Brown - Calhoun - Cass - Greene - Morgan - Pike - Scott - Schuyler
Council # 9: Bond - Christian - Macoupin - Montgomery - Sangamon
Council #10: Cumberland - Effingham - Fayette - Jasper - Shelby
Council #11: Crawford - Edwards - Lawrence - Richland - Wabash
Council #12: Jersey - Madison - Monroe - Randolph - St. Clair
Council #13: Clay - Clinton - Franklin - Jefferson - Marion - Washington - Wayne
Council #14: Gallatin - Hamilton - Johnson - Massac - Pope/Hardin - Saline - White

Council #15: Jackson - Perry - Pulaski/Alexander - Union - Williamson

Council #16: Boone - DeKalb- Kane/DuPage - McHenry-Lake - North Cook - Winnebago - Will/South Cook

Section #2: Areas.

The State of Illinois shall be divided into four (4) areas. Areas shall consist of the following Councils:

Area # 1: Councils 1 - 2 - 3 - 16

Area # 2: Councils 4 - 5 - 8 - 9

Area # 3: Councils 6 - 7 - 10

Area # 4: Councils 11 - 12 - 13 - 14 - 15

Section #3: District Alignment.

District Boards may request movement from their current Council to another adjoining Council by majority approval from both Councils involved, by majority vote of the Association Board of Directors, and by majority vote of the voting delegates at the Annual Meeting

Revised and Approved - August 7, 2000

Revised and Approved - July 28, 2003

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