

**BY-LAWS
OF
SOUTHEAST WASHINGTON
AREA ASSOCIATION OF CONSERVATION DISTRICTS**

ARTICLE I

The purposes for which this Association is formed are as set forth in the second article of the Articles of Association.

ARTICLE II

Members

Sec. 1 Every conservation district named in Section 3, Article III, of the Articles of Association shall be deemed to be a member of this Association. There are no annual district dues.

Sec. 2 There shall be voting members. Voting members shall be current elected and appointed supervisors and associate supervisors of a conservation district.

Sec. 3 There shall be honorary members. Honorary members shall be the Area Conservationist (NRCS), District Conservationists (NRCS), County Agents, and such other individuals as may be selected by the Executive Committee. Honorary members shall have no vote or voice in the business of the Association.

ARTICLE III

Meetings of Members

Sec. 1 Regular meetings of this Association shall be held annually at a time and place designated by the Executive Committee.

Sec. 2 Each district shall be officially notified at least fifteen days in advance of the time and place of each meeting.

Sec. 3 Special meetings may be called by the Chair of the host district at the consent of the Executive Committee.

Sec. 4 Notice of special meetings shall state time, place, and purpose of the meeting and shall be mailed to each district of the Area Association at least fifteen days prior to such meetings.

Sec. 5 A quorum shall consist of the voting members present.

ARTICLE IV

Officers

Sec. 1 The officers of the Association shall consist of the Chair, Vice Chair, and Secretary-Treasurer of the host district, and the Chair of the preceding year's host district..

Sec. 2 The officers, other than the Chair of the preceding year's host district, shall consist of the officers of the next year's host conservation district in the following order of rotation:

- | | |
|------------------|----------------------|
| 1. Asotin County | 3. Columbia |
| 2. Palouse | 4. Palouse-Rock Lake |

- 5. Pomeroy
- 6. Pine Creek

- 7. Walla Walla County
- 8. Whitman

Sec. 3 Each officer for the next year shall take office after the annual meeting of the Washington Association of Conservation Districts and shall serve until the next annual meeting of that Association.

ARTICLE V

Area Director of the Washington
Association of Conservation Districts

Sec. 1 The Area Association shall elect two representatives to the Washington Association of Conservation Districts who will sit on the WACD Board of Directors representing the Southeast Washington Area Association of Conservation Districts.

Sec. 2 The term of office shall be for a period of 2 years.

Sec. 3 Should an area representative be unable to serve his/her complete term, a representative shall be appointed by WACD from a recommendation received from the area Executive Committee.

ARTICLE VI

Duties of Area Director

Sec. 1 The Area Director shall assist the officers of the Washington Association of Conservation Districts in carrying out the goals, objectives, and program activities of the WACD.

Sec. 2 The Area Director shall bring to the members of the Southeast Washington Area Association such recommendations as are adopted by the WACD, and bring to the WACD Executive Committee any problems or opportunities of local nature for which they request assistance from WACD.

Sec. 3 The Area Director shall provide the WACD a copy of their Articles and By-Laws and a copy of the minutes of every regular and special meeting.

Sec. 4 The Area Director is encouraged to attend a regularly scheduled meeting of each conservation district in the Area once a year. Members of individual conservation districts are advised to invite the Area Director to meetings of special interest, seek counsel, present issues, and to extend such courtesies as will facilitate such communication.

Sec. 5 The Area Director shall encourage each district in the Area to meet the dues quota to the Area, State, and National associations and be responsible for the explanation of the value of conservation district associations.

ARTICLE VII

Executive Committee

Sec. 1 The Executive Committee shall consist of four members; the Chair, Vice Chair, and Secretary-Treasurer of the host district, and the Chair of the preceding year's host district.

Sec. 2 When an Area Director is unable to attend a meeting of the WACD officers and directors, the Area Director shall designate a member of the Executive Committee as his/her alternate.

Sec. 3 The Executive Committee shall constitute the governing body of this Association between regular and special meetings.

ARTICLE VIII

Duties of Chair of the Host District

Sec. 1 The Chair of the host district shall preside at all meetings of this Association and the meetings of the Executive Committee, and shall be the executive head of this Association.

Sec. 2 The Chair of the host district shall call a regular meeting of the members of this Association at least once during the year of his/her term.

Sec. 3 One meeting shall be held prior to the annual meeting of WACD, the date for which shall proceed November 10.

ARTICLE IX

Duties of Vice Chair of the Host District

The Vice Chair shall perform the regular duties of the Chair in his/her absence or when the Chair is unable to serve.

ARTICLE X

Duties of Secretary-Treasurer of the Host District

Sec. 1 The Secretary-Treasurer of the host district shall arrange for the keeping of the official minutes for the Association and the Executive Committee. The Secretary-Treasurer shall furnish to the membership of this Association complete information pertaining to official actions of the Association.

Sec. 2 The Secretary-Treasurer shall receive and account for any and all monies paid into the treasury of this Association and shall disburse such monies as directed so to do by the Chair of the host district or the membership.

ARTICLE XI

Dissolution

Sec. 1 No part of the net earnings of the Association shall inure to the benefit of any representative of the Association, officer 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 representative, or officer of the Association, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Association.

Sec. 2 Upon dissolution of the Association or the winding up of its affairs, the assets of the Association shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist, or as they may hereafter be amended.

ARTICLE XII

Amendments

The Articles and By-Laws of this Association may be amended by a two-thirds majority vote of all voting members present at any regular meeting of this Association.

Amended

November 2007