

New York Association of Conservation Districts, Inc.
Bylaws – Revised/Approved October 18, 2017

ARTICLE I

NAME

The name of the Association shall be the New York Association of Conservation Districts, Inc. When using initials will be NYACD.

ARTICLE II

PURPOSE AND OBJECTIVES

NYACD, Inc. is organized for charitable, scientific and educational purposes and no other, and as defined in Section 501©(6) of the U.S. Internal Revenue Service Code. NYACD, Inc. shall assist and augment the Soil and Water Conservation Districts of the State of New York in carrying out their objectives in soil, water and related natural resource management.

Section 1 The objective shall be to improve and advance the conservation, wise use and orderly development of the soil, water and related natural resources of the state of New York; to promote efficiency of Soil and Water Districts; to keep District Directors informed of the activities and programs of other districts; to encourage and facilitate effective cooperation between districts and Federal, State, and Local public agencies, and other organizations and associations, and to encourage landowners and units of government to actively participate in Soil and Water District Programs.

Section 2 To achieve these objectives, NYACD, Inc. may become affiliated with organizations having common objectives to those of this Association.

ARTICLE III

MEMBERSHIP

The Membership of NYACD, Inc. shall consist of two classifications:

Section 1 **Active Voting Members:**

- a. Shall be the Soil and Water Conservation Districts of New York, whose dues have been paid in full for the current year.
- b. Each district shall be entitled to one vote by its designated delegate. Only a district Director may be a designated delegate. Voting by proxy shall not be permitted.
- c. All District Directors shall be encouraged to attend divisions and statewide NYACD, Inc. meetings and participate in discussions and programs.

Section 2 **Non-Voting Members:**

- a. Shall consist of those persons, firms, associations, or corporations who shall apply for such membership and make the required financial contribution to the Association.
- b. Non-voting membership with the required financial contribution and member benefits shall be determined by the Association's Board of Directors.
- c. Associate Membership shall be open to all persons, firms, associations, or corporations as shall apply for such membership and make the required financial contribution as determined by the NYACD, Inc. Executive Committee with final approval from the Board of Directors.
- d. Non-voting membership shall be subject to acceptance by the Board of Directors.

ARTICLE IV
Board of Directors

The business of the New York Association of Conservation Districts, Inc. shall be conducted and managed by a Board of Directors.

Section 1

- a. The Board of Directors shall consist of fourteen (14) members. Five-(5) elected officers, Eight (8) division directors and (1) director at large.
- b. In electing the Division Directors, the State shall be divided into eight (8) divisions. One director and an alternate residing therein shall represent each division.
- c. Alternate Division Directors may attend meetings of the Board of Directors and shall serve as a voting member of that board in the absence of the Division Director.
- d. The NYACD, Inc. representative on the New York State Soil and Water Conservation Committee shall be the Director at Large selected as indicated within these by-laws.

Section 2

- a. Districts in each division are listed below and shown on the division map, dated 2013 Appendix I.

Division

- 1** Erie, Genesee, Niagara, Orleans, Wyoming, Allegany, Cattaraugus, Chautauqua
- 2** Livingston, Monroe, Ontario, Yates, Wayne, Seneca, Cayuga, Onondaga
- 3** Oswego, Jefferson, St. Lawrence, Herkimer, Oneida, Lewis, Madison
- 4** Chemung, Cortland, Schuyler, Steuben, Tioga, Tompkins, Chenango, Broome, Otsego
- 5** Franklin, Clinton, Essex, Hamilton, Warren
- 6** Washington, Saratoga, Fulton, Montgomery, Schenectady, Schoharie, Albany, Rensselaer
- 7** Delaware, Greene, Columbia, Dutchess, Orange, Ulster, Sullivan
- 8** Nassau, Putnam, Rockland, Suffolk, Westchester, NY City

- b. The Directors of the Districts in each of the eight- (8) divisions shall meet in joint session, called by the Division Director prior to July 1, each calendar year. At this meeting, the Directors of the respective districts in the division shall elect a District Director as Division Director, in divisions where an election is necessary; each district shall have one vote. If none of the District Directors indicate an interest in serving as Division Director, a District that has a person with the proper background in conservation and that is interested and willing to serve as Division Director may nominate them at this time. This person, if elected, would be responsible for representing the Division and serving as a member of the Board of NYACD.
- c. The term of office for the elected Division Director shall be for two years or until a successor has been elected. Directors from even numbered divisions will be elected in even numbered years and Directors from odd numbered divisions will be elected in odd numbered years.
- d. The Division Director shall take office at the NYACD Annual Meeting. The term of office for an elected Division Director shall not be limited. A Division Secretary and other officers should be elected if the Division feels it necessary. Divisions may also make recommendations for the Director-at-Large whenever the position is vacant or due to become vacant. Divisions may also discuss any resolutions that need to be presented to the NYACD, Inc. Annual Meeting or other business that should be considered by the division.
- e. It is the responsibility of the Division Director to call other meetings of the districts within the division when it is deemed to be in the interest of Soil and Water Conservation Districts

Section 3 Director-at-Large Position Selection

- a. The Board of Directors of NYACD, Inc. shall approve the list of nominees for the position of the NYACD, Inc. member (director-at-large) of the New York State Soil and Water Conservation Committee to be submitted to the Governor as required by law.

Section 4 **Division Director Vacancy**

- a. Division Director vacancies on the NYACD, Inc. Board of Directors shall be filled at a special meeting of the division called by the President for that purpose.
- b. The Division Director filling this vacancy shall take office immediately following his/her election and shall serve to the end of the original term.

Section 5 **Absences from Meetings**

- a. In the event a Division Director is absent for two consecutive meetings without a reason approved by the NYACD, Inc. Board of Directors; the Division Directorship shall become vacant.
- b. In this event, the President shall call for a special election in that division to elect a new Director for the unexpired term.

Section 6 **Removal Procedure**

- a. All officers, as well as Division Directors and Director-at-Large shall be subject to removal, after the due process of a NYACD, Inc. hearing. A written notice will be sent to that Officer, Division Director or Director-at-Large stating the date, time and place of that hearing and shall be furnished with a copy therein of the reason for said hearing.
- b. After a closed NYACD, Inc. Board of Directors meeting at which time all items are heard, if it is determined by a vote of the Board of Directors to be in the best interests of the NYACD, Inc. to declare a position vacant, notification will be made to all parties, including the Active Voting Members of NYACD, Inc.

Section 7 **Responsibilities of Division Director**

- a. To represent District Directors in the Division in the conduct of the business and activities of the NYACD, Inc.
- b. To represent the NYACD, Inc. programs and policies to the Districts of the Division.
- c. To work with other members of the NYACD, Inc. Board of Directors in developing policies, programs and activities, which will support the programs of the State's Soil and Water Conservation Districts.
- d. To conduct division meetings in accordance with these by-laws.
- e. To develop and/or maintain contacts with districts.

ARTICLE V
Organization

Roberts Rules of order shall be the parliamentary guide in conducting meetings, except as provided in these bylaws.

Section 1 **Election of Officers**

- a. A President, a first Vice President, a second Vice President, a Secretary, and a Treasurer shall be elected annually by the general membership, at the Annual Meeting, from the Board of Directors.
- b. The term for officers shall continue until their successors are elected, with the exception of the office of treasurer who shall serve concurrently with the fiscal year of the NYACD.

- c. In the event of a vacancy, the NYACD, Inc. may nominate and elect a successor. Vote shall be by a majority of those members present at a NYACD, Inc. Board of Director's meeting. An officer so elected to fill a vacancy shall serve the unexpired term of his/her predecessor.
- d. A nominating committee from the Board of Directors will present a slate of nominees of officers to Active Voting Member delegates. The nominating committee will have solicited the nominations from the delegates of active voting members.
- e. Nominees must be a current or former District Director as well as a current or former Division Director, who, upon accepting the nomination, agrees to serve if elected. The chairman of a standing committee of the NYACD upon meeting eligibility requirements as set by the board of directors shall also be eligible to hold office.
- f. Nominations will also be accepted from the floor, provided the nominee meets the same criteria as those on the slate presented.
- g. If the elected officer or appointed Director-at-Large is a current Division Director, said officer or appointed Director-at-Large will step down from that position and a new Division Director elected. Any vacancy caused by failure of a division to replace its director, will be filled as established in these by-laws.

Section 2 Executive Committee

- a. The President, first Vice President, second Vice President, Secretary, and Treasurer shall constitute NYACD, Inc. Executive Committee, which shall have the power to act in the name of the NYACD, Inc. between regular or special Board meetings. The Immediate Past President shall be an ex-officio member.
- b. The duties of the Executive Committee of NYACD, Inc. will be to administer the affairs of this Association in accordance with its Bylaws, Programs, and Policies.
- c. The Executive Committee shall have the authority to employ personnel within budgetary limitations to be approved by the Board of Directors.
- d. The Executive Committee shall review all recommended changes to the Bylaws and accept or reject them by a majority vote.
- e. Any action required or permitted by the Executive Board shall be individually or collectively consented to, in a manner, which expedites the necessary action. Enumeration of such consent shall be reported and filed with the next Board of Directors' Meeting minutes.

Section 3 Duties of the President

The duties of the President shall be:

- 1 To preside over all meetings of the NYACD, Inc.
- 2 To preside over all meetings of the Executive Committee
- 3 To appoint all standing and special committees
- 4 To maintain adequate relations with the agencies cooperating with the Soil and Water Conservation Districts.
- 5 To maintain adequate relations with County Soil and Water Districts, other organizations and groups.
- 6 To keep all members informed of progress made and difficulties encountered.
- 7 To carry on such additional duties as are required to maintain a smooth running operation.
- 8 To consult with the other Officers of this Association on important business arising between meetings of the Executive Committee and take such action as is deemed necessary.
- 9 Shall serve as representative to the National Association of Conservation Districts. (NACD)

Section 4 **Duties of the first & second Vice Presidents**

The duties of the Vice Presidents shall be:

1. To assist the President
2. To assist the President by carrying out specific assigned duties.
 - a) VP 1 shall be responsible for working with the executive director in planning the annual meeting and any regional meetings hosted by NYACD
 - b) VP 2 shall be responsible for working with the executive director to develop the specific programs for the annual meeting and any regional meetings hosted by NYACD.
 - c) VP 2 shall help coordinate NYACD fund raising efforts.
3. To act for the President in his/her absence
4. Be familiar with the activities and interest of this Association, particularly with reference to maintaining proper relationships with agencies, groups and individuals assisting districts.
5. Shall serve as alternate representative to the National Association of Conservation Districts (NACD)
6. Shall serve as members of the NYACD by-laws and resolutions committee.
7. Report back to the President promptly when acting on the President's behalf.

Section 5 **Duties of the Secretary**

The duties of the Secretary shall be:

1. To issue all notices of meetings, elections, and committee appointments.
2. To maintain minutes of NYACD Inc. meetings and such other records as deemed advisable.
3. To serve as custodian of all correspondence, minutes and other records of this Association, with the exception of fiscal records.
4. To act on such routine matters as designated by the President or assigned by the Executive Committee or the Board of Directors.

Section 6 **Duties of the Treasurer**

The duties of the Treasurer:

1. Agrees to be bonded by NYACD, Inc.
2. Shall be responsible for ensuring that membership dues notices are sent out in a timely manner.
3. Shall oversee collection of all income and dues and be responsible for all funds of this Association
4. Shall be responsible for maintenance of an accurate set of records of receipts and disbursements.
5. Shall be responsible for confirmation of all deposits made by the executive director in a bank to the credit of and in the name of this Association
6. To pay all bills obligated in the approved budget for the year and other bills after approval by the Board of Directors.
7. To make financial reports at the annual meeting and at all meetings of the NYACD, Inc. Board of Directors.
8. Serve as custodian of all financial records and shall see that all records are filed with the Executive Director
9. Present records to the Audit Committee for Audit upon their request.
10. Shall be a member of the NYACD finance committee.
11. Shall be responsible for overseeing the filing of all necessary State and Federal financial reports.

Section 7 **Duties of Immediate Past President**

The duties of the immediate Past President shall be:

1. To carry out the duties assigned by the President or Executive Board.
2. The Past President shall not be a voting member of the NYACD, Inc Board of Directors

Section 8 **Committees**

When needed, the President shall appoint the following standing committees to consist of at least one member of the NYACD Board of Directors. The President shall select the chair for committees unless otherwise stated in these bylaws.

- A. Public Affairs/Communications
- B. Long Range Planning
- C. Legislative
- D. Resolution & By-Laws
- E. Finance
- F. Education and Envirothon

The President shall have the power to appoint special committees to act on special problems.

ARTICLE VI

Finances

NYACD, Inc. shall be financed by an annual assessment on each district as recommended by this Association's Board of Directors and approved by majority vote of the quorum of active voting members represented at any Annual Meeting. The assessment is payable annually by each district to the NYACD, Inc. Treasurer.

The financial contribution of the non-voting/associate members shall be used to expand the effectiveness of the NYACD, Inc.

Section 1 **Finance Committee**

- a. The President shall appoint a Finance Committee consisting of at least three (3) members from the active voting membership, one of which must be the NYACD treasurer and one other a member of the board of directors.
- b. The duties of the Finance Committee will be to manage the financial affairs of this Association; to prepare an annual budget; to conduct long range financial planning.

Section 2 **Audit Committee**

- a. The President shall appoint an Audit Committee consisting of two (2) members of the Board of Directors who are not members of the Finance Committee.
- b. The audit committee will oversee an annual audit of the NYACD books and report their findings in writing no later than two (2) months after the fiscal year and provide a report at the next NYACD board of directors meeting, with the report being distributed to the voting membership.
- c. The audit committee shall require an annual audit of the NYACD books to be conducted in accordance with IRS requirements. They shall report their findings at a NYACD Board of Directors meeting. A report shall also be distributed to the voting members at the next annual meeting.

ARTICLE VII
Compensation

Section 1 The Directors, Officers and Committee Members on official assignment of the NYACD, Inc. shall serve without compensation. However, their expenses shall be paid in an amount to be determined by the Board of Directors.

ARTICLE VIII *Meetings* Section 1

- a. The NYACD, Inc. Annual Meeting shall be held at the time and place prescribed by the Board of Directors.
- b. Special meetings may be called by the President or when requested by three or more members of the Board of Directors.
- c. Notices of all meetings except the annual meeting must be sent out at least ten days in advance Notice of the annual meeting must be sent out at least sixty (60) days in advance.
- d. The President of the NYACD, Inc. shall call meetings of the Board of Directors and Executive Board.
- e. Teleconferences and Videoconferences shall be recognized as official meetings and must follow the same guidelines of such meetings

Section 2

- a. A majority of members of the Board of Directors shall constitute a Quorum at Board of Directors' meetings.
- b. A quorum needed to conduct business at the NYACD, Inc. Annual Meeting or at a Special Meeting of the Active Voting Members shall be one-third of the Active Voting Members.

ARTICLE IX
Amendments

Section 1 Bylaws may be adopted and amended by a two-thirds majority vote of members present and voting at the annual meeting or special meetings of the NYACD, Inc., provided the proposed amendments are sent to the county Soil & Water Conservation Districts (Active Voting Members) at least 30 days prior to the meetings.

ARTICLE X
Dissolution

Section 1 In the event of dissolution, all of the remaining assets and property of this Association shall after necessary expenses thereof be distributed to such organizations as shall qualify under Section 501 ©(6) of the Internal Revenue Code of 1954, as amended, or, to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this corporation was formed provided it is determined by an accountant that the books are all in order.

Article XI Indemnification

Section 1 The NYACD, Inc. shall indemnify each of its officers, division directors and employees, and former officers, division directors and employees against reasonable expenses, actually or necessarily incurred in connection with the defense of any action, suit or proceeding in which the individual is made a party by reason of being or having been such an officer, division director or employee, except in relation to matters as to which the individual shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty.

Record of Adoption

These articles were passed at a regular meeting of District Directors of New York Soil Conservation Districts at Syracuse February 11, 1947 and amended as follows:

What	Where	When
Annual Meeting of Association	At Ithaca	In March 1954
Annual Meeting of Association	At Syracuse	In January 1955
Annual Meeting of Association	At Elmira	In January 1957
Annual Meeting of Association	At Lake George	In September 1969
Annual Meeting of Association	At Alexandria Bay	In September 1971
Annual Meeting of Association	At Syracuse	In 1975
Annual Meeting of Association	At Binghamton	In 1976
Annual Meeting of Association	At Rochester	In October 1977
Annual Meeting of Association	At Albany	In 1978
Annual Meeting of Association	At Niagara Falls	In 1984
Annual Meeting of Association	At Syracuse	In 1987
Annual Meeting of Association	At Lake George	In 1988
Annual Meeting of Association	At Catskill	In 1989
Annual Meeting of Association	At Corning	In 1991
Annual Meeting of Association	At Auburn	In 1992
Annual Meeting of Association	At Syracuse	In 1999
Annual Meeting of Association	At Saratoga Springs	In 2000
Annual Meeting of Association	At Waterloo	In 2002
Annual Meeting of Association	At Alexandria Bay	In 2005
Annual Meeting of Association	At Oneonta	In 2013