

By-Laws
of the
North Carolina Association of Soil & Water Conservation Districts

Article I

Selection of Association Officers

- Section 1 The President, First Vice-President, and Second Vice-President shall be elected on a rotating basis from each of the three major geographical regions of the State: Mountain, Piedmont, and Coastal Plain. For purposes of these By-laws, the regions shall consist of the following Area subdivisions of the Association: Mountain Areas 1, 2, and 8; Piedmont Areas 3, 4, and 7; and Coastal Plain Areas 5 and 6. Thus, each geographic region shall be represented successively by a President, First Vice-President and Second Vice-President.
- Section 2 The rotation for the election of officers under these By-laws shall commence in calendar year 2010. In calendar year 2010, the President will be from the Mountain region, the First Vice President from the Piedmont region, and the Second Vice President from the Coastal Plain region.
- Section 3 Nominations for all offices, except the office of Second Vice President, shall be made by a nominating committee composed of the most recent Past President of the Association who shall serve as Chair~~man~~, and ~~immediate Past~~ Area Chairs of the Association who served during the preceeding calendar year^[DF1]. In preparing nominations for the offices of President and First Vice President, the committee shall observe the rotation requirements set forth in Sections 1 and 2 of this Article. Any Association voting member may be nominated for the positions of Secretary, ~~and~~ Treasurer, Assistant Treasurer, Chaplain, Assistant Chaplain, NACD Board Member, and Alternate NACD Board Member^[DF2]. These shall be one year terms with re-nomination in subsequent years permitted with the exception of the NACD Board Member and Alternate NACD Board Member,. Starting in 2013, the NACD Board member will be elected for a two year term and the Alternate Board Member for a one year term. Thereafter, the NACD Board member and Alternate Board Member shall be elected in alternating years for two year terms.^[DF3]
- Section 4 The position of Second Vice President shall be elected during each ~~a~~ Annual ~~m~~ Meeting of the Association. The nominee for the office of Second Vice-President shall either (1) be in the second or subsequent term of office as an appointive or elective Supervisor of a local District; or (2) hold an office in the local District, the Area, or the Association; or

(3) hold chairmanship of a committee on the District, Area, State, or National level.

The procedure for selection of the Second Vice President candidates shall be as follows:

- (a) Each Soil and Water Conservation District in the major geographical region from which the Second Vice President is to be elected may nominate one supervisor for the seat representing that District's major geographical region of the State, provided that the nominee must be a resident of the same Area as the nominating District.
- (b) Each District shall submit its written nomination to the Chairman of the Area no less than 10 days prior to the last Area Meeting preceding that Annual Meeting of the Association. Nominations will not be accepted from the floor.
- (c) Each Area may select one nominee from within its area as a candidate for the seat of Second Vice President representing the major geographical region in which the Area is located. The selection shall be made from nominations received from Districts comprising the Area. Selection shall be made by majority vote of all supervisors in attendance at the last Area Meeting preceding the Annual Meeting of the Association. Prior to selection, the Area shall determine that the nominee is willing to serve if elected. The Area Chairman shall be responsible for reporting the nomination to the Chairman of the Nominating Committee of the Association not less than 30 days prior to the convening of the Annual Meeting.
- (d) Upon receipt of reports from the Chairman of each Area comprising a major geographical region from which the Second Vice President is to be elected, the Chairman of the Nominating Committee shall cause a ballot to be printed listing the nominees selected by each Area within the major geographical region.
- (e) At the time appointed for elections, the Nominating Committee shall distribute one ballot to each Supervisor in attendance at the Annual Meeting. Each Supervisor in attendance shall be authorized to cast one vote.
- (f) After the ballots have been marked, the Nominating Committee shall collect and count the ballots and report the tally of the votes cast to the President.
- (g) The nominee receiving a majority of votes cast shall be declared elected. In the event no nominee receives a majority of the votes cast on the first ballot, a second ballot shall be taken between the two nominees receiving the most votes on the first ballot. In the event of a tie vote on the second ballot, additional ballots shall be taken until one nominee receives a majority of the votes cast.

- Section 5 The nominating committee shall present its slate of officers to a plenary session of the Association at a time in the agenda set aside for the election of officers.
- Section 6 The officers shall take office at an appropriate session of the Annual Meeting and shall hold office until their successors have been duly elected and qualified.

Article II

Vacancies

Section 1 Vacancy in Position of Second Vice President

When a District Supervisor is unable to complete his/her term as Second Vice President, the President of the Association will within two weeks contact the officers of the Area from which the Supervisor who caused the vacancy came. They, to the maximum extent possible, will use the same selection process as used to select the original officer for selecting a replacement District Supervisor from the Area. In the event that no Supervisor in the originating Area is willing to serve, the Area officers are at liberty to seek, within existing rules and agreements, a willing and qualified Supervisor from one of the other Areas within the same geographic region. Should no Supervisor within the same geographic region be found to serve, the Executive Committee will be at liberty to select a Supervisor who is willing to serve regardless of geographic region. The individual so selected will fill the Second Vice-President seat.

Section 2 Vacancy in Position of First Vice President

When a District Supervisor is unable to complete his/her term as First Vice President, the Second Vice President will rotate forward into the First Vice President office and will serve for the remainder of the unexpired term. In order to fill the Second Vice President seat thus created, the procedure as referenced in the above paragraph will apply.

Section 3 Vacancy in Position of President

When a District Supervisor is unable to complete his/her term as President, the most recent Past President having served from the same geographical area as the person who ~~is~~ is unable to complete the term as President will fill the unexpired term of President. In the event that this most recent Past President is unable to serve, the Executive Committee will fill the vacated seat of President from within the ranks of Past Presidents with preference to a Past President from within the geographic area of the person causing the vacancy. Any candidate considered to fill the unexpired term of President must be approved by the Executive Committee.

Section 4 Vacancy in Position of Immediate Past President

Similarly, if the Immediate Past President position is vacated, the President of the Association will contact the officers of the Area from which the Supervisor who caused the vacancy came. They, to the maximum extent possible, will use the same selection process as used to select the original officer to nominate a replacement District Supervisor from the Area.

When a nomination is approved to fill the unexpired term of any position that is represented on the Soil and Water Conservation Commission, the Executive Committee will forward the nominee's name to the Governor with a recommendation that the individual be appointed to fill the unexpired term on the Soil and Water Conservation Commission.

Article III

Duties of Officers

The President of the Association shall be the executive head of the Association and shall preside at all its meetings and at meetings of the Executive Committee. The First Vice-President shall perform the duties of the President in his/her absence or when he/she is unable to serve. In the absence of both the President and the First Vice-President, the Second Vice-President shall perform the duties of the President. In the event that the President, First Vice-President, and the Second Vice-President are absent or unable to serve, the remaining members of the Executive Committee shall elect someone to act in the stead of the President. The Secretary shall keep minutes of the meetings of the Association and of the Executive Committee and shall furnish to the membership of the Association information pertaining to the activities of the Association. The Treasurer shall receive and account for all monies as may be directed by the President and approved by the Executive Committee.

Article IV

Executive Committee

Section 1 The Executive Committee of the Association will develop and periodically update Rules of Procedure for the operating conduct of the Association. These Rules of Procedure will cover any internal operating matters of the Association that are not addressed by these By-laws. Upon simple majority vote, the Executive Committee may make temporary changes to the Rules of Procedure which will remain in effect until ratified at the next Association meeting. A simple majority vote by the Association's voting membership in attendance at the Association meeting ^{DF41} is required to make any changes applicable beyond the Association meeting.

Section 2 The Executive Committee shall recommend at each Annual Meeting of the Association a list of awards to recognize conservation services, accomplishments, and activities.

Section 3 The Executive Committee shall meet at least four times each year: an organizational meeting immediately following the Annual Meeting, a meeting in the spring, a meeting in the fall, and a meeting immediately prior to the Annual Meeting. Special meetings of the Executive Committee can be called by the President, or shall be called upon the written request of three members of the Executive Committee. The presence of a majority of the members of the Executive Committee shall constitute a quorum.

Section 4 Upon approval of the Annual Budget and level of annual dues by the Voting Members in a plenary session of the Annual Meeting, the Association Treasurer shall notify the Soil and Water Conservation Districts of the level of annual dues for Voting Members necessary to support the operating budget for the next fiscal year.

Article V

Appointments

Section 1 At the fall meeting of the Executive Committee, the President shall appoint an Audit Committee consisting of three Supervisors. By the end of the fiscal year, the committee shall conduct a review of the check ledger, bank statements, and receipts for disbursements, and based on the review present the results of the audit to the membership at the succeeding Annual Meeting of the Association.

Section 2 At the opening plenary session of each Annual Meeting, the President will appoint a person well versed in Roberts Rules of Order to serve as Parliamentarian to whom will be referred questions of procedure during the Annual Meeting.

Section 3 The Association may engage a person or persons to perform the executive functions of the Association provided that any person selected to serve as administrative officer will have been chosen in an open and transparent competition by a selection committee chaired by the President and made up of members of the Executive Committee, and that the Chairman of the Finance Committee certifies that there are sufficient funds to support the operation of an executive office. The duties and responsibilities of the administrative staff shall be described in the Rules of Procedure.

Article VI

Endowment Fund

Section 1 There is hereby established and created a fund to be designated The Endowment Fund of the N. C. Association of Soil and Water Conservation Districts. The official abbreviation of its name shall be the NCASWCD Endowment Fund, hereinafter referred to as the "Fund".

- Section 2 The Fund shall consist of donations, gifts, devises, and bequests heretofore and hereafter received by the Fund.
- Section 3 The Fund shall be held in trust in perpetuity with the interest, rents, and revenues and other income received from the Fund holdings to be devoted, expended and applied to the programs and purposes of the Association.
- Section 4 The Fund shall be administered by the Executive Committee of the Association.
- Section 5 The Fund shall be kept distinct from the other funds of the Association.
- Section 6 The Chairman of the Finance Committee shall make a full statement of the condition of the Fund to the membership of the Association at the Annual Meeting.
- Section 7 The Executive Committee shall be limited to investing the cash principal of the Fund in savings accounts, certificates of deposit, bills, notes and other investment securities which are either insured by or the repayment of which is guaranteed by the Government of the United States of America.
- Section 8 The Executive Committee shall hold and retain securities and properties other than cash of the Fund so long as they are, in the opinion of the Executive Committee, sufficiently income producing.
- Section 9 The Executive Committee shall have the power, respecting securities held in the Fund to vote stock; give proxies; exercise conversion rights; participate in foreclosures, organizations, consolidations, mergers and liquidations; and to sell such securities when, in the opinion of the Executive Committee, such securities cease to be sufficiently productive.
- Section 10 The Executive Committee shall have power to lease the Fund's property on such terms as it deems proper, including oil, gas, sand, gravel, coal, lignite, uranium and other mineral leases and to enter into pooling, unitization and other types of agreements relating to the development, operation and conservation of mineral properties; and the Executive Committee shall have the power to sell, upon such terms and for such amounts as it deems fit, such property when it ceases to produce sufficient income.

Section 11 The proceeds from the sale of any securities or other property held by the Fund shall become a part of the cash principal of the Fund and be invested pursuant to Section 7 of this Article.

Section 12 This Article of the Association By-laws shall be and is hereby made a covenant on the part of the Association, its successors and assigns with every person, firm, association, corporation, or other donor to the Fund who shall make a donation, gift, devise or bequest or who shall promise to make a donation, gift, devise or bequest to the Fund that the cash principal of the Fund shall be held in trust in perpetuity and the income only thereof used for the purposes stated in this Article and upon the terms and conditions contained in this Article.

Section 13 Upon the Dissolution of the Association, the Executive Committee shall, after paying or making provisions for the payment of all the liabilities of the Association, place all remaining unencumbered funds into the Fund. The Executive Committee shall at that time select an organization organized and operated exclusively for charitable, educational, or scientific purposes under Section 501(c)(3) of the Internal Revenue Code to administer the Fund. This select organization would be required to set up trustees and to operate the Fund in perpetuity. Provisions would be made to use only the interest from the principal of the Fund for the original mission and purposes of the Association. Provisions would be made to pass the assets of the Fund to another non-profit organization, operating under 501(c)(3), if the select organization were to begin dissolution proceedings.

Article VII

Standing Committees

Section 1 At each Area Fall Meeting, one voting member will be elected from each Area to serve on each of the Association's Standing Committees. This group of eight individuals will be called a committee's Area Delegation. A delegate's term of service to a committee will be one year. A delegate's term will commence at the close of the ~~a~~Annual ~~m~~Meeting's business session that immediately follows the Area Fall Meeting in which he/she was elected and will end at the close of the ~~a~~Annual ~~m~~Meeting's business session one year later. The function and powers of a Standing Committee's Area Delegation will be to: (1) meet during the year to conduct committee business; (2) elect a committee's vice chairperson at the Annual Meeting; and (3) elect a representative from the committee to attend regional and/or national meetings. During committee meetings, an area delegate will have no other power expressed or implied, exceeding those of other members of the Association. Therefore, all supervisors attending a committee meeting will have an equal right to vote, present

resolutions for consideration by the committee, make motions, or otherwise engage themselves in the business of the committee.

Section 2 Prior to the fall meeting of the Executive Committee, the First Vice-President shall appoint a chairperson, from the Association's membership, to each of the Standing Committees, ~~with the exception of the District Operations Committee. The chairperson of the District Operations Committee will be the Second Vice President of the Association~~^[DF5]. The term of service of each chairperson will be one year. The term will commence at the close of the ~~a~~Annual ~~m~~Meeting's business session that immediately follows the appointment and will end at the close of the ~~a~~Annual ~~m~~Meeting's business session one year later. Chairpersons, ~~with the exception of the District Operations Committee chair,~~ may serve successive terms if appointed by succeeding First Vice Presidents.

Section 3 The purpose of Standing Committees will be to develop policy recommendations for the Association germane to the subject matter of the Committee. To achieve that purpose: (1) chairpersons will hold a minimum of one meeting during the year at various places within the State outside the Annual Meeting, no later than thirty (30) days prior to the opening of the ensuing Annual Meeting to conduct committee business; (2) each Committee shall convene during annual meetings to conduct hearings on substantive resolutions referred to the committee for consideration and issues raised from the floor by Members of the Association, and (3) each Committee shall present recommendations for general policies and action items to the Members during a plenary session. As a recommending body, the Committee has no other powers, either expressed or implied. The power of decision is vested in Members of the Association through their individual and collective vote during the plenary session.

Section 4 On the call of the President in the period immediately prior to the opening of the Annual Meeting, the Chairs of the Standing Committees will meet with the President and the First Vice President to review procedures governing the conduct of the Standing Committee meetings to ensure understanding and uniformity among the chairs.

Section 5 From within the committee delegates elected during the most recent Area Fall Meeting, each Standing Committee shall elect a vice chairperson to serve the upcoming year; and may elect a representative to attend regional ~~and~~/or national meetings.

Section 6 Standing Committee Structure

(a) District Operations Committee

The District Operations Committee's duties shall be to encourage, assist and promote effective and efficient operations by Soil and Water Conservation Districts in North Carolina; to deal with internal operating issues facing District officials; to promote the programs and

accomplishments of Soil and Water Conservation Districts; to act as the Association's primary liaison with the USDA Natural Resources Conservation Service's, NC Division of Soil and Water Conservation's, and other agencies' programs in technical assistance to ~~districts~~Districts; to develop policy on ~~district~~District operating issues for consideration by the Association; to operate a Subcommittee on Public Relations from within its membership; to deal with specific promotional activities of the Association and its membership; to promote and enhance relations with local, state and federal agencies, organizations and the general public.

(b) Education Committee

The Education Committee's duties shall be to plan and recommend programs for conservation and environmental science education activities and present them to the Association for consideration; to conduct Association-approved educational activities; to develop policy on conservation and environmental education issues for consideration by the Association; to encourage, promote and conduct all contests and awards of the Association; to develop or revise all contest and award criteria and present recommendations to the Association for consideration.

(c) Finance Committee

The Finance Committee's duties shall be to review the financial affairs of the Association; to make recommendations on the budget, assessment of dues and disbursement of funds to the Association and, as necessary, the Executive Committee.

(d) Natural Environment Committee

The Natural Environment Committee's duties shall be to develop and promote programs that will enhance the natural environment of the state; to address issues involving, but not limited to, private and public forests, wildlife, publicly owned parks, natural areas, and potential environmental impacts on the natural environment of the state; to develop and foster relationships with those agencies and groups concerned with natural environment issues; to develop policy for consideration by the Association.

(e) Legislative Committee

The Legislative Committee's duties shall be to develop and carry out a legislative program that incorporates all legislative objectives approved by the Association at its Annual Meeting; to develop objectives on needed legislation for consideration by the Association; to develop policy on specific state and national legislation under consideration or enacted, for consideration by the Association.

(f) Community Conservation Committee

The Community Conservation Committee's duties shall be to develop policy on community conservation and land use planning for consideration by the Association; to promote and develop relationships with other organizations dealing with the state's community conservation program, water quality and land resources issues; to develop programs and policies on issues involving, but not limited to, recreational use, land capabilities, soil erosion, sedimentation, storm water, land development, agricultural use and conservation of land resources for consideration by the Association; to assist the Association and its membership with issues involving the uses of land resources and their impact on water quality; to conduct activities that will encourage participation in community conservation of land and water resources.

(g) Research and Technology Committee

The Research and Technology Committee's duties shall be to investigate and recommend needed research in soil and water conservation; to encourage and assist in implementing the expansion of conservation research programs and funding to promote new technology on soil and water conservation; to conduct needed programs that will encourage the use of new conservation technology or that demonstrate the need for increased research.

(h) Water Resources Committee

The Water Resources Committee's duties shall be to develop and promote programs which address flood prevention, sedimentation, water quality, agricultural water management and other water resource-related concerns throughout the state; to conduct informational and educational activities that will encourage participation in water resource best management practices; to develop policy on water resource-related issues for consideration by the Association.

Article VIII

Resolutions

Section 1 Resolutions dealing with the subject area of any of the Standing Committees may be originated by any North Carolina Soil and Water Conservation District Board of Supervisors in regularly called session. The adopted resolution shall be forwarded to the Vice Chair of the Area in which the District is located. The Area Vice Chair shall bring the resolution to the floor of the next regularly called Area meeting where it shall be considered and passed up or down. Those resolutions adopted by majority vote of an Area meeting with a quorum present shall be

transmitted to the President of the Association who will assign the resolution to one or more appropriate committee(s) for consideration.

Section 2 Resolutions adopted by a majority vote of a Standing Committee ~~with a quorum present~~ shall be transmitted to the President of the Association by the Chair of the Standing Committee.

Article IX

Areas

Section 1 The Association shall be divided into eight areas consisting of the following ~~soil-Soil~~ and ~~water-Water conservation-Conservation districts~~Districts:

Area 1 - Buncombe, Cherokee, Clay, Graham, Haywood, Henderson, Jackson, Macon, Madison, McDowell, Mitchell, Polk, Rutherford, Swain, Transylvania, and Yancey.

Area 2 - Alexander, Alleghany, Avery, Burke, Caldwell, Catawba, Forsyth, New River (Ashe County), Stokes, Surry, Watauga, Wilkes, and Yadkin.

Area 3 - Alamance, Caswell, Chatham, Guilford, Lee, Montgomery, Moore, Orange, Person, Randolph, and Rockingham.

Area 4 - Durham, Edgecombe, Fishing Creek (Halifax County), Franklin, Granville, Johnston, Nash, Vance, Wake, Warren, and Wilson.

Area 5 - Albemarle (Camden, Chowan, Currituck, Pasquotank, and Perquimans Counties), Beaufort, Bertie, Dare, Gates, Hertford, Martin, Northampton, Hyde, Tyrrell, Washington, and Pitt.

Area 6 - Brunswick, Carteret, Craven, Duplin, Greene, Jones, Lenoir, New Hanover, Onslow, Pamlico, Pender, and Wayne.

Area 7 - Bladen, Columbus, Cumberland, Harnett, Hoke, Richmond, Robeson, Sampson, and Scotland.

Area 8 - Brown Creek (Anson County), Cabarrus, Cleveland, Davidson, Davie, Gaston, Iredell, Lincoln, Mecklenburg, Rowan, Stanly, and Union.

Section 2 The soil and water conservation District Supervisors in each Area shall meet from time to time. Area officers consisting of a Chairman, Vice-Chairman, Secretary, and Treasurer shall be elected at the last Area meeting of the calendar year. The offices of Secretary and Treasurer may

be held by the same person. ~~The Area officers~~ ~~Chair~~ shall take office at the same time and place as officers of the Association and shall hold office until their successors ~~shall have been~~ are duly elected and qualified.

Article X

Election of State Soil and Water Conservation Commission Members

Section 1 One member of the State Soil and Water Conservation Commission shall be elected during each ~~a~~ Annual ~~m~~ Meeting of the Association.

(a) Eligibility – Any individual serving officially as either an elected or appointed District Supervisor shall be eligible for election as a member of the State Commission.

(b) Term of Office – The term of office shall be for three years commencing upon election and terminating when a successor is elected and qualified. No person so elected shall be eligible to serve more than two successive terms.

(c) Designation of Seats – The three Supervisor positions on the State Commission shall be numbered and designated as follows:

Seat No. 1 – Mountain Region as defined in Article 1, Section 1 of these By-laws;

Seat No. 2 – Piedmont Region as defined in Article 1, Section 1 of these By-laws; and

Seat No. 3 – Coastal Plain Region as defined in Article 1, Section 1 of these By-laws.

(d) The Seats shall be elected on a rotating basis from each of the three major geographical regions of the State beginning in calendar year 2010 as follows: 2010 Piedmont region, 2011 Mountain region, and 2012 Coastal Plain region.

Section 2 The procedure for nomination of Commission members shall be as follows:

(a) Each Soil and Water Conservation District in the major geographical region from which a State Soil and Water Conservation Commission Member is to be elected may nominate one supervisor for the seat representing that District's major geographical region of the State, provided that the nominee must be a resident of the same Area as the nominating District.

(b) Each District shall submit its written nomination to the Chairman of the Area no less than 10 days prior to the last Area Meeting preceding

that Annual Meeting of the Association. Nominations will not be accepted from the floor.

- (c) Each Area may select one nominee from within its ~~area~~-Area as a candidate for the seat on the State Soil and Water Conservation Commission representing the major geographical region in which the Area is located. The selection shall be made from nominations received from Districts comprising the Area. Selection shall be made by majority vote of all supervisors in attendance at the last Area Meeting preceding the Annual Meeting of the ~~—~~Association. Prior to selection, the Area shall determine that the nominee is willing to serve if elected. The Area Chairman shall be responsible for reporting the nomination to the Chairman of the Nominating Committee of the Association not less than 30 days prior to the convening of the Annual Meeting.

Section 3 Election procedure for Commission members shall be as follows:

- (a) Upon receipt of reports from the Chairman of each Area comprising a major geographical region from which a State Commission member is to be elected, the Chairman of the Nominating Committee shall cause a ballot to be printed listing the nominees selected by each Area within the major geographical region.
- (b) At the time appointed for elections, the Nominating Committee shall distribute one ballot to each Supervisor in attendance at the Annual Meeting. Each Supervisor in attendance shall be authorized to cast one vote.
- (c) After the ballots have been marked, the Nominating Committee shall collect and count the ballots and report the tally of the votes cast to the President.
- (d) The nominee receiving a majority of votes cast shall be declared elected. In the event no nominee receives a majority of the votes cast on the first ballot, a second ballot shall be taken between the two nominees receiving the most votes on the first ballot. In the event of a tie vote on the second ballot, additional ballots shall be taken until one nominee receives a majority of the votes cast.
- (e) The President shall convey to the Governor the name of the Supervisor so elected with the statement that he/she is the nominee of the Association for appointment to the Soil and Water Conservation Commission.

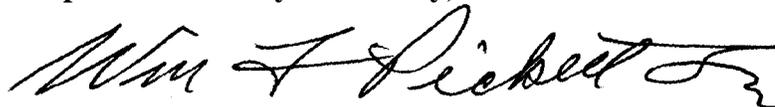
Section 4 This portion of the By-laws shall be in effect for all elections and for all pre-election activity connected therewith commencing on the date of adoption of these By-laws.

Article XI

Amendment of By-laws

These By-laws can be amended at any Annual or special Meeting of the Association by a two-thirds vote; provided that the proposed amendment has been approved by the Executive Committee and that notice in writing has been submitted to Association members at least thirty days in advance of the meeting at which it is to be voted on.

Adopted this 5th day of January, 2010.

A handwritten signature in cursive script, reading "William F. Pickett, Jr.", written in black ink.

William F. Pickett, Jr.
President