

**BYLAWS  
OF THE  
ARIZONA NATURAL RESOURCE CONSERVATION DISTRICT  
STATE ASSOCIATION INC.**

**ARTICLE I – MEMBERSHIP**

**Section 1 Membership:**

Membership categories shall be:

- a. Active membership shall be open to any Conservation District now organized or which may become organized under the Natural Resource Conservation District Law, State of Arizona, or organized under Conservation District Law adopted by Arizona Indian Tribes.
- b. Associate membership shall be open to any individual, company, institution, Agency, or organization interested in supporting and promoting the purposes of the Corporation. Classes of associate membership will be designated based on different membership dues.

**ARTICLE II – MEETINGS OF THE ASSOCIATION**

**Section 1 Meeting:**

- a. The Association shall hold an annual meeting each year at a time and place determined by the Executive Committee. A minimum of forty-five (45) days notice will be given for the meeting. Special meetings of the Association may be called by the President with the consent of the majority of the Executive Committee or by a majority of the Board of Directors, and notice to the Districts.
- b. All Conservation District Supervisors and Advisors as well as Associate members shall be invited to attend the Association's meetings.

**ARTICLE III – BUDGET, DUES, ANNUAL REVIEW AND REIMBURSEMENT**

**Section 1 Budget:**

- a. The Executive Committee shall prepare an annual budget for approval and /or amendment and approval by the Board of Directors at the annual meeting of the Association. The budget or fiscal year of the Association shall begin January 1 and end December 31.

**Section 2 Dues:**

- a. The Board of Directors shall determine the membership year and amount of appropriate dues at an annual meeting of the Association.

**Section 3 Annual Review:**

- a. The accounts and finances of the Association shall be reviewed annually by an auditing committee composed of three members of the Association, including the Treasurer or an authorized representative appointed by the President within the sixty (60) day period

preceding the meeting of the Association. The financial review shall be presented to the Board of Directors at the annual meeting of the Association by the Treasurer or an authorized representative.

**Section 4 Reimbursements:**

- a. Association employees, members of the Executive Committee, or other personnel approved by the Board of Directors may be reimbursed for actual and necessary expenses while in attendance at meetings of the Executive Committee or on business of the Association sanctioned by the Executive Committee provided; that funds are available and the expenditures are consistent with the approved budget of the Association.
- b. Reimbursement will not exceed travel, lodging, meals, and incidental expense rates established by the Board of Directors.
- c. Reimbursement shall be paid by the Association only upon submission of proper claims and approval by the Treasurer.
- d. Reimbursement shall be made by written check or automated clearing house (ACH) transfer. The claimant shall determine the preferred method of payment.

**ARTICLE IV - BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

**Section 1 Eligibility to Hold Office:**

- a. Only a Supervisor serving on the local Board of Supervisors of a District may hold office in the Association. Persons serving in an advisory capacity on District Board of Supervisors, hereon known as advisors or associates, shall not be eligible to serve as an Association officer or as a member of the Executive Committee.

**Section 2 Board of Directors:**

- a. The Board of Directors shall consist of one designated District Supervisor from each District.
- b. The overall management direction, affairs and policy of the Association shall be controlled by the Board of Directors of the Association.
- c. Change, revision or creation of management direction, affairs and policies for the Association shall be the duty of the Board of Directors at the annual or special meetings of the Association.

**Section 3 Executive Committee:**

- a. The Executive Committee shall be responsible for implementing and fulfilling the management directions, affairs and policies of the Association and shall conduct and monitor the everyday business of the Association.

- b. The voting membership of the Executive Committee is composed of the Officers of the Association, the Immediate Past President if still serving as District Supervisor, and the Chairman of each standing committee.
- c. The Executive Committee is empowered by the Association to cancel any membership for malfeasance, misfeasance, or nonfeasance (as defined by Webster) by a 2/3 vote of the entire Executive Committee.

## **ARTICLE V – COMMITTEES-STANDING, SPECIAL AND CREATED**

### **Section 1 Standing Committees:**

- a. Standing committees shall be established by the Board of Directors upon recommendation of the Executive Committee to address state-wide concerns. The following are the current standing committees: Grazing/Rangelands, Water, Education, Invasive Species, Government Affairs, Policy/Position/Resolutions.
- b. The Chairman of each standing committee shall be an ex-officio voting member of the Executive Committee.

### **Section 2 Special Committees:**

- a. Special committees may be established by the President as needed to deal with concerns or issues not within the scope of a standing committee.

### **Section 3 Committee Appointments:**

- a. The President shall appoint the members of each committee and designate the chairman. Each committee may recruit other members to serve as advisors.
- b. Standing Committee members shall be appointed for two years and shall be eligible for reappointment. The President shall appoint vacated membership on each of the committees in a timely manner. Special Committee members shall be appointed for two years and shall be eligible for reappointment, unless the need for such committee no longer exists.

## **ARTICLE VI – OFFICE, NOMINATIONS, ELECTIONS, TERMS OF OFFICE, VOTING AND VACANCY IN OFFICE**

### **Section 1 Office:**

- a. The Officers of the Association shall be President, First Vice President, Second Vice President, Treasurer, and Secretary.

### **Section 2 Nominations:**

- a. At least 90 days prior to the Association meeting, a nominating committee will be appointed by the President.

**Section 3 Elections:**

- a. The nominating committee shall present a slate of candidates for Officers and if proper, accept nominations from the floor made by the Board of Directors before closing nominations and asking for the votes for the candidates thereon.

**Section 4 Terms of Office:**

- a. Officer's terms will be for two (2) years and shall expire at the adjournment of the annual meeting held in even years.

**Section 5 Voting:**

- a. All Conservation Districts with a District Supervisor as their representative may cast their vote at the Association meeting. Proxy voting shall not be permitted.

**Section 6 Vacancy In and Removal from Office:**

- a. Vacancies created by the elected Officers of the Association shall be filled and appointed by the Executive Committee and serve temporarily until the next election at an Association meeting.
- b.. The position of any Officer who does not attend 1/2 of the Executive Committee meetings each fiscal year may be deemed vacant upon a 2/3 vote of the entire Executive Committee members.
- c. The Executive Committee is empowered to remove any Officer for malfeasance, misfeasance or nonfeasance (as defined by Webster) by a 2/3 vote of the entire Executive Committee.

**ARTICLE VII - DUTIES OF OFFICERS AND MEMBERS  
OF THE EXECUTIVE COMMITTEE**

**Section 1 Duties:**

- a. Notwithstanding the Association's Articles of Incorporation or Bylaws, the duties of the various Officers shall be those which are customary for such Officers.
- b. Any position statement on public issues not in conformance with current management direction and policy of the Association released in the name of the Association must have the Board of Directors approval.
- c. It shall be the duty of all members of the Executive Committee to assume and discharge the duties of the office of President when called upon by the President.

**Section 2 President:**

- a. It shall be the duty and responsibility of the President as Chief Executive Officer of the

Association to preside at all meeting of the Association, and to have general supervision over the business and affairs of the Association. The President shall, with the other members of the Executive Committee, direct the disbursement of funds, guide and take part in the work of all committees and perform such other duties as may be directed by the Association and Board of Directors. The President shall be an ex-officio member of all standing and special committees.

**Section 3 First and Second Vice President:**

- a. In the event of the death, incapacitation or resignation of the President, the First Vice President shall assume the office of President for the remainder of the unexpired term of that office.
- b. The First Vice President shall serve as membership Chairman and Communication/Public Affairs Chairman.
- c. In the event of death, incapacitation, or resignation of both the President and First Vice President, the Second Vice-President shall assume the office of President for the remainder of the unexpired term of that office; and upon approval of the Board of Directors, assume the office of First Vice President upon the move of the First Vice President to the Office of President.

**Section 4 Treasurer and Secretary:**

- a. The Treasurer shall maintain financial records of the Association and shall prepare an annual financial report for the general membership and shall perform such fiduciary duties as may be assigned by the President or the Board of Directors. The Board of Directors may require a bond for the Treasurer. The Treasurer or his authorized representative is charged with the responsibility to bill and collect dues from all Conservation Districts and to follow-up with those Districts that are delinquent and report same to the Executive Committee.
- b. The Secretary shall be responsible for the official records for all Executive Committee meetings, Board of Directors meetings and Special meetings of the Association. The Secretary or their authorized representative shall record the proceedings of the Executive Committee and Board of Directors meetings.

**ARTICLE VIII - QUORUMS AND RULES OF ORDER**

**Section 1 Board of Directors Quorum:**

- a. A quorum of the Association Board of Directors for the conduct of Association business shall consist of one-third (33%) of the Districts in the Association.

**Section 2 Executive Committee Quorum:**

- a. A quorum of the Executive Committee for the conduct of business shall consist of one-third (33%) of the elected officers of the Association.

**Section 3 Rules of Order:**

- a. Robert's Rules of Order, Revised, shall govern the conduct of business meeting of the Association.
- b. The President may appoint a District Supervisor having experience in Association operations as the Parliamentarian for Association meetings to assure that Robert's Rules of Order are followed and that all issues concerning the Association's Articles of Incorporation, and Bylaws are correctly interpreted and followed.

**ARTICLE IX - EMPLOYEES**

**Section 1 Employees:**

- a. The Executive Committee may employ clerical and/or professional personnel to render assistance to the Officers, the Executive Committee and Board of Directors in fulfillment of their responsibilities as determined by the Bylaws and the policy and management direction approved by the Board of Directors of the Association.

**ARTICLE X - AMENDMENT**

**Section 1 Amendment:**

- a. Amendments to the Association Bylaws may be proposed by a majority vote of the Executive Committee, a majority vote of the Board of Directors at a regular or special meeting, or on petition signed by 10% of the Districts
- b. Any amendments to the Association Bylaws shall be posted and distributed to the Districts not less than sixty (60) days prior to any vote by the Board of Directors to amend said Bylaws.
- c. Amendments to the Association Bylaws shall be made when approved by two-thirds (66%) affirmative vote of the Board of Directors present.

- d. An amendment shall, unless otherwise provided, become effective immediately upon its adoption by the Board of Directors and signature of the President and Secretary. Amendments will be distributed to the Association membership in a timely manner.

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Daric Knight, President

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Date

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James Loughead, Secretary

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Date