

NORTH DAKOTA CONSERVATION DISTRICT EMPLOYEES ASSOCIATION

BY-LAWS

(11-25-19)

ARTICLE I – ORGANIZATION

The name of this organization will be the North Dakota Conservation District Employees Association (NDCDEA) and it shall be affiliated with the North Dakota Association of Soil Conservation Districts (NDASCD).

The principal office of the Association in the State of North Dakota shall be located in the County Burleigh. The Association may have such other offices as the Board of Directors may designate or as the business of the Association may require from time to time.

The registered office of the Association, required by the North Dakota Non-Profit Corporation Act to be maintained in the State of North Dakota, may be, but need not be identical with the principal office in the State of North Dakota, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II – PURPOSE

The purpose of this Association will be as follows:

1. To promote professionalism among Soil Conservation District employees to better enable them to carry out the duties of their position and to provide assistance for coordinating the efforts of the SCD Supervisors, Districts, NDASCD, NDSSCC, and USDA Agencies in achieving their conservation goals.
2. A means of communication for employees to effectively exchange information and ideas resulting in better coordination and effectiveness of district programs on a local, state, regional and national level; to provide opportunity and tools necessary for developing and maintaining an adequate education program.
3. To strengthen communications and working relationships with SCD Supervisors, instill pride, and encourage dedicated service to employers.
4. To strengthen communications and working relationships with the Natural Resources Conservation Service.
5. To encourage a uniform system of record keeping, filing and other office procedures for providing networking assistance to present and to new employees.
6. To promote the development of an SCD Employees Handbook (similar to the SCD

Supervisors Handbook).

7. To encourage each District office to develop job descriptions for employees so as to encourage excellence in fulfillment of duties of employees in their job capacities.
8. To promote the establishment of a "Career Ladder" to be used as a guideline by SCD Supervisors in hiring District personnel.
9. To hold an Annual Employees Association Meeting at the NDASCD Convention; to request educational seminars for employee development; to encourage SCD personnel involvement in local, state, regional, and national conservation activities and meetings.

ARTICLE III – ACTIVITIES

The activities of the Association will be:

1. To provide liaison to the ND Association of Conservation Districts and its committees for the purpose of providing input on topics for discussion during the state and regional meetings and at other times as appropriate.
2. To bring together District employees to enable them to assist in improving the programs of Districts.
3. To provide liaison to state and regional structures and the NACD and its committees on matters concerning District employees and District programs.
4. To cooperate with other state employee associations, state and federal agencies, and the State Association by sharing information on training and professional improvement sessions offered by various states.
5. To conduct an Annual Employees Association meeting in conjunction with the NDASCD's meeting. All NDCDEA meetings shall be open to all district employees and anyone else, with voting rights going to the paid members only. The President of the District Employees Association will consult with the appropriate officers of the NDASCD to avoid any conflicts in the activities of the meeting.
6. To call Special Meetings of the Association called by the President or the Board of Directors. A quorum for a Board of Directors meeting will require a majority of the Board Members to be present to conduct business on behalf of the Association.
7. The membership of any area of the Association may meet upon call of that Area Committee at the time of the meeting for that Area and under the same general guidelines as set forth for the State Annual Meeting.
8. To analyze, compile, and disseminate information on programs, policies, regulations, and laws of agencies and association and other Districts that is of interest to, and is beneficial in, improving the programs of District.

ARTICLE IV – MEMBERSHIP

Membership Classes

Regular Membership

Any person who is an employee of a Conservation District, , or under its direction on a seasonal, part-time, permanent part time, or a full-time basis shall be eligible for membership in this Association. Upon payment of dues, the employee will be considered a member in good standing for that year.

Annual membership dues will be \$10.00, payable by November 30th of the current year.

Associate Membership

Associate members of the Association shall consist of any individual, company, corporation or agency interested in supporting the purposes of the Association. Associate members SHALL NOT be entitled to vote.

Annual membership dues will be \$10.00, payable by November 30th of the current year.

Voting

Each active regular member who has paid their annual membership dues will be eligible to vote in all affairs of the Association. No proxy voting shall be permissible in the affairs of the Association. Members of the Association not able to attend a business meeting but wishing to have their vote counted on matters that are on the published meeting agenda, may by absentee record their vote by having a written, notarized document presented at the meeting by a member of their choice.

ARTICLE V – BOARD OF DIRECTORS

1. The Association will be managed by a Board of Directors representing each of the five (5) state areas. The Board will also serve as the Nominating Committee; nominations will also be accepted from the floor. Nominations will be made from the roster of voting members with two (2) members from each area. Election will occur at the NDCDEA Annual Meeting.
2. One Director from each of the five (5) areas will be elected on even years, and one Director elected on odd years, beginning in 2009. The term will be a two (2) year term. Directors may serve two (2) consecutive terms. Directors may be re-elected after a one (1) year absence from the Board of Directors. They will assume office immediately upon election.

- a. Members seeking positions on the Board of Directors will need to submit to the President a letter of support from their respective District Board of Supervisors.
3. No person will be eligible to serve as a Director of the Association unless that person, when elected, is a regular member of the Association and either a permanent part-time, or permanent full-time employee of the District or under its direction on a part-time, permanent part-time or a full-time basis.
4. The Board of Directors will meet during the Annual Meeting and at as many other meetings as may be necessary for the transaction of business.
5. The Board of Directors shall be able to make and approve motions via in person meeting, teleconference, and email due to the distance and logistical restrictions of having regular face-to-face meetings.
6. The Board of Directors may establish standing and temporary committees with the membership and chairperson of such committees to be appointed by the President of the Association.
7. A vacancy in the membership of the Board of Directors will be filled by election by the Executive Committee after consultation with the Directors from that area, and a member so elected to fill a vacancy will hold office for the remainder of the unexpired term.

DIRECTOR JOB DESCRIPTION

The Directors of the NDCDEA shall work towards the development of professionalism and advancement of district employees throughout the state. Directors are responsible for the communication of decisions taken by the Board to their respective areas.

The duties of a NDCDEA Director shall include, but are not limited to, the following:

1. Attend all meetings of the NDCDEA Board of Directors (2-3 meetings/year).
2. Participate on all conference calls of the NDCDEA Board of Directors.
3. Serve as Chairperson on an active committee.
4. Assist in the organization of NDASCD Annual Convention activities.
5. Work together to develop an annual work plan.
6. Communicate all activities of the board to their respective areas.
7. Promote award programs, fundraisers and professional development opportunities.
8. Assist in the following NDASCD Annual Convention activities:
 - a. Participate in the annual NDCDEA Annual Business meeting.
 - b. Assist with planning of training/education session
 - c. Annual auction fundraiser.

ARTICLE VI – OFFICERS OF THE ASSOCIATION AND BOARD OF DIRECTORS

METHOD OF SELECTION:

At the time of the annual meeting of the North Dakota Conservation District Employees Association

and at the close of the general business session of said meeting, the Board of Directors will meet, organize, and elect a President, Vice President and a Secretary and appoint a Treasurer.

By-Laws will be reviewed annually following the election of directors at the Annual meeting.

1. A President, Vice-President, and Secretary will be elected from and by the Board of Directors to serve a one (1) year term. The Treasurer from the membership will be appointed by the Board of Directors to serve a one (1) year term. Officers may serve two (2) consecutive terms. Officers may be re-elected after a one (1) year absence from the office. They will assume office immediately upon election.
2. In the event of a vacancy in the office of the President, the Vice-President will succeed to that office for the remainder of the unexpired term. In the event of a vacancy in the office of the Secretary or Treasurer, the President will appoint a person(s) to serve the unexpired term. A vacancy in the office of the Vice- President will be filled by the Board of Directors.
3. The President, Vice-President, Secretary, Treasurer and Immediate Past President will constitute the Associations' Executive Committee which will have the power to act in the name of the Association between regular or special board meetings.

OFFICER JOB DESCRIPTIONS

PRESIDENT

The President of the NDCDEA shall work towards the development of professionalism and advancement of district employees throughout the state.

The duties of the NDCDEA President shall include, but are not limited to, the following:

1. Attend and preside over all meetings of the NDCDEA Board of Directors (2-3 meetings/year).
2. Participate and preside over all conference calls of the NDCDEA Board of Directors.
3. Attend NDASCD Board and other partnership meetings as needed (i.e. State Soil Conservation Committee, State Partnership meetings, NACD Northern Plains region meeting).
4. Prepare and present reports of NDCDEA activities at partnership meetings.
5. Appoint at his/her discretion any person or committee to expedite the objectives of the Association.
6. Assist as needed with planning for the NDASCD Annual Convention.
7. Coordinate with the Treasurer to keep membership lists current.
8. Coordinate with Officers on committee work as needed.
9. Promote and keep informed of National and Regional Conservation District Employees Association activities.
10. Delegate duties as needed.

VICE PRESIDENT

The Vice President of NDCDEA shall work towards the development of professionalism and advancement of district employees throughout the state.

The duties of the NDCDEA Vice President shall include, but are not limited to, the following:

1. Attend all meetings of the NDCDEA Board of Directors (2-3 meetings/year).
2. Participate on all conference calls of the NDCDEA Board of Directors.
3. Occupy the position and perform the duties of President if for any reason, the President is absent or unable to attend to these duties.
4. Perform all acts and duties required of a presiding officer.
5. Assist in preparing and conducting the Annual meeting as well as developing programs for other meetings as necessary.
6. Coordinate and direct committees – provide leadership to keep committees active, focused, and goal oriented.
7. Maintain list of all Directors including term information and election eligibility.

SECRETARY

The Secretary of NDCDEA shall work towards the development of professionalism and advancement of district employees throughout the state.

The duties of the NDCDEA Secretary shall include, but are not limited to, the following:

1. Attend all meetings of the NDCDEA Board of Directors (2-3 meetings/year).
2. Participate on all conference calls of the NDCDEA Board of Directors.
3. Perform all acts and duties required of a presiding officer.
4. Record the minutes of all meetings and provide copies of the meeting minutes to each member of the board.
5. Maintain the official book of minutes for the Association.
6. Maintain historical records of the Association.
7. Maintain an official copy of all pertinent correspondence for the Association.

TREASURER

The Treasurer of NDCDEA shall work towards the development of professionalism and advancement of district employees throughout the state.

The Treasurer shall have custody of the Association funds, and at the time of the annual meeting and at such other times as requested by the Board of Directors, shall report an accounting of all funds collected and expended.

The duties of the NDCDEA Treasurer shall include, but are not limited to, the following:

1. Attend all meetings of the NDCDEA Board of Directors (2-3 meetings/year).
2. Participate on all conference calls of the NDCDEA Board of Directors.
3. Have custody of all Association funds and securities.
4. Deposit all moneys, securities and other valuable effects in the name of the Association in such depositories as may be designated for that purpose by the NDCDEA Board.
5. Maintain all Association funds in a banking institution in the Association's name.
6. Disperse the funds of the Association as may be ordered by the NDCDEA Board, taking proper vouchers for such disbursements, and render to the President and Directors at the regular meetings of the NDCDEA Board, and whenever requested by them, an account of all transactions as Treasurer and of the financial condition of the Association.

7. Keep full and accurate accounts of all receipts and disbursements.
8. Prepare proposed budget and send to President for review. Present at Annual meeting for approval.
9. Receive dues and keep an up-to-date list of members.
10. Prepare and submit regional membership list and dues to Regional Treasurer.
11. Complete audit review and provide all materials necessary to complete the audit.

ARTICLE VII – DUES

The annual dues for membership listed in Article IV of the by-laws will be set at the Annual Meeting.

ARTICLE VIII – DISSOLUTION

Upon dissolution of the North Dakota Conservation District Employees Association, the Secretary and Treasure will transfer any possessions of that organization to the Secretary and Treasurer of the ND Association of Soil Conservation Districts.

Upon the dissolution of the Association the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organization or organizations, or organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of the by District Court of the County in which the principle office of the Council is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX – ADOPTION OF BY-LAWS

The foregoing By-Laws of the North Dakota Conservation District Employees Association were officially adopted at a meeting of the organization held on February 11, 1991.

ARTICLE X – NON-DISCRIMINATION

The North Dakota Conservation District Employees Association shall be conducted in compliance with the non-discrimination program as contained in the Title VI and VIII of the Civil Rights Act of 1964 as amended, the Civil Rights Restoration Act of 1987 (Public Law 100-259) and other nondiscrimination statutes; namely, Section 504, of the Rehabilitation Act of 1973, Title IX of the Education Amendment of 1972, the Age Discrimination Act of 1975 and in accordance with the regulations of the Secretary of Agriculture (7CFR-15, Subparts A & B) which provide that color, national age, sex, religion, marital status, or handicap/disability be excluded from participation in, or be denied the benefits of, or otherwise subjected to discrimination under any program or activity receiving federal financial (or technical) assistance from the Department of Agriculture or any agency thereof.

ARTICLE XI – PARLIAMENTARY PROCEDURE

The rules of parliamentary procedure as laid down in Robert's Rules of Order shall govern all meetings of the Association and all area meetings where not in conflict with the Articles of Incorporation or the By-Laws of the Association or the areas of the Association.

ARTICLE XII - AMENDMENT OF BY-LAWS

The Board of Directors shall have power to add any provision to, or to alter, or to repeal any provision of these by-laws by a vote of two-thirds (2/3) majority of all the directors at any regular or special meeting of the Board of Directors.

CERTIFICATE OF ADOPTION

These By-Laws of the North Dakota Conservation District Employees Association (NDCDEA) were adopted at a regular meeting of members held on March 12th, 2020, pursuant to the By-Laws of the Association and the Laws of the State of North Dakota, at which a quorum was present and the resolution adopting these By-Laws received the unanimous vote of the members present.

Dated

11/17/20

NORTH DAKOTA CONSERVATION
DISTRICT EMPLOYEES ASSOCIATION

BY: [Signature] President

AND: [Signature] Secretary

[Signature]
WITNESS

