

BY-LAWS
IDAHO ASSOCIATION OF SOIL CONSERVATION DISTRICTS

(Updated November 2024)

PREAMBLE

The following Bylaws shall be subject to, and governed by the Idaho Nonprofit Corporation Act, Title 30, Chapter 30, and the Articles of Incorporation of the Idaho Association of Soil Conservation Districts (IASCD). In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Idaho Nonprofit Corporation Act said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of the By-Laws and the Articles of Incorporation of IASCD it shall then be these Bylaws which shall be controlling.

ARTICLE I: Name & Office

The corporation shall be known as the Idaho Association of Soil Conservation Districts and for general purposes knows as “IASCD” or the “association.”

The association shall maintain its principal office in the State of Idaho but may transact business at such other places as the board of directors may from time to time appoint.

ARTICLE II: Purpose

The IASCD may carry out any purpose, none of which are for profit or organized for the private benefit of any individual, for which corporation may be organized under the Idaho Nonprofit Corporation Act and its recognized 501(c) tax exemption under the Internal Revenue Code of 1954 (or corresponding future provisions).

The IASCD was established to represent Idaho’s conservation districts collectively at a state-wide level to coordinate and strengthen the activities of Idaho conservation districts. The intent of this coordination is to help conservation districts fully exercise their responsibilities to provide locally led non-regulatory, incentive-based assistance to private landowners and land users in the conservation, sustainment, improvement, and enhancement of Idaho’s natural resources. The IASCD works closely with the Idaho Soil & Water Conservation Commission and works to keep members of the Idaho legislature and Idaho congressional delegation informed of the districts’ views regarding natural resource policy.

ARTICLE III: Corporate Powers

The corporate powers of this association shall be vested in a board of six directors, all of whom shall be elected by the districts, which are in good standing (membership dues paid in full).

One director to be elected from each of the six divisions. Four directors shall constitute a quorum for the transaction of business.

ARTICLE IV: Board of Directors

1. The board of directors shall consist of six members, and four directors shall constitute a quorum at any directors' meeting.
2. The directors shall be elected at a divisional meeting held prior to the annual conference. The IASCD executive director will preside over the election of division directors. In the election of directors, each district present and in good standing, shall be entitled to one vote. They shall serve two years or until their successors are elected. Terms of directors from division I, III and V shall expire in odd-numbered years; terms of directors from division II, IV and VI shall expire in even-numbered years. Their term of office shall begin immediately after the close of the conference. Each division shall also elect an alternate director, who in the absence of the director shall have the same authority as the director. In the event there is no alternate director, vacancies in the board of directors shall be filled by the directors remaining in office, though less than a quorum; and any director so appointed shall hold office until their successor is elected. A director of this association shall be a district supervisor from a district in good standing.
3. The board of directors shall have the power to call special meetings of the Association when deemed necessary, which can include all other alternate meeting methods. They shall also have power to appoint and remove at their pleasure all officers, agents and employees of the association and shall prescribe their duties and fix their compensation.
4. The board of directors shall have the power to conduct, manage and control the affairs and business of the association and to make rules consistent with the laws of the State of Idaho for guidance of the officers and management of the affairs of the association.
5. The board of directors shall have power to incur indebtedness *for business as usual*, the terms and amount of which shall be entered in the minutes of the board; and the note or obligation, if any, given for the same, signed officially by the president and others as agreed to by the board, shall be binding on the association.
6. The president may call a special meeting of the board of directors whenever deemed necessary.

ARTICLE V: Officers

The officers of this association shall be a president, vice president, secretary, treasurer and such other officers as the board of directors appoint.

When the duties do not conflict, one person may hold more than one of these offices.

The president, vice president, secretary and treasurer must be members of the board of directors.

ARTICLE VI: Election of Officers

The association shall hold an annual business meeting during the calendar year. Prior to and at the same place the current board of directors shall hold a meeting to elect officers for the upcoming year and transact other business.

The newly elected officers and division directors shall assume their respective offices immediately following the close of the conference.

ARTICLE VII: President

The board of directors shall elect one of their members to act as chairman of the board and president; the president shall preside over the meetings of the association and directors.

The president shall sign all contracts and other instruments of writing, which shall have first been approved by the board of directors.

ARTICLE VIII: Vice President

The Board of Directors shall elect one of their members to act as Vice President who in the absence of the President, or his/her inability to act, shall act as President.

ARTICLE IX: Secretary

The board of directors shall elect one of their members to act as Secretary of the board. The secretary shall oversee and/or direct IASCD staff to keep full and complete records of the proceedings of the board of directors and meetings of the members. The secretary shall also direct staff to serve such notices as may be necessary and proper; and shall discharge such other duties as pertain to the office or as prescribed by the board of directors.

In the absence of the treasurer, or his/her inability to act, the Secretary shall act as treasurer.

ARTICLE X: Treasurer

The board of directors shall elect one of its members to act as Treasurer of the board. The treasurer, in full cooperation with IASCD staff shall receive and safely keep all funds of the association and deposit it in such bank or banks as may be designated by the board of directors. Such funds shall be paid out only on the check of the association signed by the treasurer or designated board member. The treasurer has the authority to designate staff to sign a check of the association.

The treasurer will review the monthly expenditures of the association, and a copy will be provided to the board of directors for review.

The treasurer shall present at the appropriate meeting of the board of directors an anticipated budget for the coming year. This budget shall be revised and/or accepted by the board of directors for presentation to the annual meeting to be approved or disapproved by the voting delegates.

By a simple majority vote of the board of directors, the annual budget can be modified at any time throughout the fiscal year. Any and all such changes shall be timely reported to member districts in good standing.

ARTICLE XI: Meetings

1. The board of directors shall hold a minimum of three meetings in each calendar year. The specific date and place of the following board meeting shall be determined at the meeting preceding it.
2. The board of directors shall have the authority to use alternative methods of meeting, such as video conferencing, for its regular meetings when deemed necessary and when appropriate communication methods are available.
3. The association shall hold an annual business meeting each calendar year. Prior to and at the same place, the current board of directors shall hold a meeting to elect officers for the upcoming year and transact other business.
4. Special meetings of the members may be called at any time by the president or by the board of directors.
5. All members in good standing shall be notified of all meetings of the association prior to the meeting.
6. During the annual business meeting of the association, a majority of the districts in good standing shall constitute a quorum.

ARTICLE XII: Dues

The board of directors, with the concurrence of the voting delegates of the association, may provide for the assessment of such dues from time to time as may be necessary for the operation of the association. For a district to be considered a member in good standing, dues must be received prior to September 30th of each year.

ARTICLE XIII: Membership

The membership of the corporation (IASCD) shall consist of the original signatories of the Articles of Incorporation and any duly organized soil conservation district who has requested membership in the corporation by petitioning the board of directors for admission. The board of directors, by an affirmative vote of the majority of its members, shall admit said district to the corporation.

Membership in the corporation will be limited only to organized soil conservation districts within the state and will cease when a soil conservation district is disbanded as set forth in Idaho statute.

A district shall be in good standing when assessed dues have been paid in full. Voting rights are limited to districts “in good standing” who have paid IASCD dues. Powers of members in good standing include voting on bylaws, resolutions, and motions offered that require official action.

Affiliate members shall be non-voting persons, firms, associations or corporations who shall apply for such membership and shall make the required financial contribution to the association. Those who contribute \$100 or more per year shall be affiliate members.

ARTICLE XIV: Suspension and Expulsion of Members

The board of directors shall have summary power by vote of the majority of its members to suspend or expel and terminate the membership of any district for conduct, *in its opinion*, which disrupts the order, dignity, business, or harmony of the Association or for any violation of these by-laws. The district will have the right to a hearing before the board of directors or third party arbitrator. Such action by the board of directors may be taken at any meeting of such board upon the initiative of any board member or district. The proceedings of the board of directors in such matters shall be final and conclusive.

ARTICLE XV: Voting

Voting on state association business shall be at regular and called association meetings. Voting shall be limited to districts in good standing and limited to one vote per district.

Delegates shall be seated upon presentation of a letter of credentials signed by the chairman of the board of supervisors, stating such delegate is a supervisor of said

district. Credentials to be presented to the board of directors prior to seating of delegates at the meeting.

The members of the IASCD Board of Directors are not permitted to be a delegate or vote on any state association business during the annual meeting.

ARTICLE XVI: Resolutions

Resolutions shall be presented to the resolutions committee, designated by the board of directors, for review and screening. The resolutions committee shall examine all resolutions prior to presentation to the delegates on the floor of the annual meeting for final adoption or rejection.

For resolutions to be considered at the annual business meeting, they must:

- A. Be concerned with the conservation, development, or management of natural resources, or with the operation of districts; or
- B. Be of state, national, or significant regional scope; or
- C. Propose new policy or alteration of existing policy.

ARTICLE XVII: Amendments

These by-laws may be altered or amended or new by-laws may be adopted at any regular meeting of the association or at any special meeting of the association, called for that purpose, by the affirmative vote of the majority of members in good standing present at such meeting, provided that a quorum is present.

A copy of the amended or new by-laws shall be sent to each district at least sixty days prior to voting on such amendments or new by-laws. Amended or new by-laws shall become effective at the close of the annual conference.