

AMENDED AND RESTATED BY-LAWS OF THE
NORTH DAKOTA ASSOCIATION OF SOIL CONSERVATION DISTRICTS

ARTICLE I

OFFICES

The principal office of the Association in the State of North Dakota shall be located in the County of 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

MEMBERSHIP

1. Soil conservation district supervisors appointed or elected of all soil conservation districts created under the provisions of the North Dakota Soil Conservation Districts Law shall constitute the voting membership.
2. When a member ceases to be a supervisor of a soil conservation district his or her membership shall expire; except if he or she is a director or an officer of the Association, in which case he or she shall continue as a member until his or her term of office expires or until the time of the next annual meeting of the Association, as the case may be.
3. A majority of the members of the Association present and voting at any annual meeting shall determine the amount of any membership fee, if such is desired or deemed necessary. The membership fee, when levied, shall be due the first day of January each year.
4. Membership dues to the Association must be paid by the first day of February each year to be considered a member in good standing. The loss of good standing causes the district to forfeit their voting rights along with any other rights and privileges afforded to them.

ARTICLE III

MEETINGS

1. ANNUAL MEETINGS:

- a. The annual meeting of the Association shall be held each year at a date, time, and place to be determined by the Board of Directors.
- b. Notice of each annual meeting shall state the date, time, and place of the meeting and shall be mailed to each member of the Association at least ten (10) but not more than fifty (50) days prior to such meeting.
- c. A quorum at an annual meeting shall be twenty-five (25) members, and a majority vote shall be decisive.

2. SPECIAL MEETINGS:

- a. Special meetings may be called by the President and shall be called by him or her upon request of a majority of the members of the Board of Directors.
- b. Notice of each special meeting shall state the date, time, place, and purpose of the meeting and shall be mailed to each member of the Association at least ten (10) but not more than fifty (50) days prior to such meeting.
- c. No business shall be transacted at any special meeting except as stated in the notice thereof, unless a majority of the membership of the Association are present and a motion is made to consider business other than that stated in the notice and is approved by two-thirds (2/3rds) majority vote of the Association membership present.
- d. A quorum at a special meeting shall be twenty-five (25) members, and a majority vote shall be decisive.

ARTICLE IV
AREAS OF THE ASSOCIATION

The state is to be divided into five (5) areas by counties, as follows:

AREA I:

Towner, Cavalier, Pembina, Benson, Ramsey, Walsh, Wells, Eddy, Foster, Nelson, and Grand Forks.

AREA II:

Griggs, Steele, Traill, Barnes, Cass, LaMoure, Ransom, Richland, Dickey and Sargent.

AREA III:

Divide, Burke, Renville, Bottineau, Rolette, Mountrail, Ward, McHenry and Pierce.

AREA IV:

McLean, Sheridan, Oliver, Burleigh, Kidder, Stutsman, Morton, Sioux, Emmons, Logan and McIntosh.

AREA V:

Williams, McKenzie, Golden Valley, Billings, Dunn, Mercer, Stark, Slope, Bowman, Adams, Grant and Hettinger.

ARTICLE V

ELECTION PROCEDURE

1. The numbers of directors of the Association shall be two (2) from each of the five areas of the state.
2. Each director shall be elected for a two year staggered term.
3. A person who is initially appointed or elected to fill the vacancy of a former director's unexpired term, may serve that term in addition to the four full terms otherwise authorized.
4. All newly elected directors shall assume the duties of the office at the close of the general business meeting convened at the time of the Association's annual meeting held in the year in which they were elected.
5. Directors salary shall be \$60.00 per day.

6. Each director shall be a supervisor of a soil conservation district paying a membership fee to the Association in accordance with the provisions of Article II.
7. Directors may serve four terms as director of the Association unless he or she serves as President of the Association on the director's last term. He or she is then eligible to serve one more term.

ARTICLE VI

AREA AND ASSOCIATION BOARD MEETINGS

1. **ANNUAL AREA MEETINGS**
 - a. Each area shall hold an annual area meeting prior to the annual meeting of the Association and such special meetings as shall be deemed necessary.
 - b. At its respective annual area meetings, each of the five areas of the state shall individually elect its Association Board members as provided in Article V.
 - c. Each of the areas may provide such rules and regulations as may be deemed necessary and advisable for the proper transaction of the business of each area.
2. **ASSOCIATION BOARD MEETINGS:**
 - a. Meetings of the Board of Directors may be called at any time by the President, but not less than three times each year.
 - b. Special meetings of the Board of Directors shall be called by the President upon the request of a majority of the members of the Board of Directors.
 - c. A majority of the directors shall constitute a quorum at any Board of Directors meeting.

ARTICLE VII

OFFICERS OF THE ASSOCIATION AND BOARD OF DIRECTORS

1. METHOD OF SELECTION:

- a. At the time of the annual meeting of the North Dakota Association of Soil Conservation Districts 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 appoint a secretary and a treasurer. The term of the President and the term of the Vice President shall be for one year.
- b. The Secretary and the treasurer shall have no voting powers on the Board of Directors unless they also are directors.

2. DUTIES OF OFFICERS:

a. The President shall:

- 1) Have the general powers, duties, and management responsibilities usually vested in the office of President of an association.
- 2) Preside at all meetings of the members and directors.
- 3) Have a general and active understanding of the business of the Association.
- 4) See that all orders and resolutions of the Board of Directors and the membership are carried into effect.
- 5) Be an ex officio member of all standing committees.
- 6) Appoint any committee that he or she may deem advisable to expedite the work of the Association.

- b. The Vice President shall:
 - 1) In the absence or disability of the President perform the duties and exercise the powers of the President.
 - 2) Perform such other duties as the Board of Directors may prescribe.

- c. The Secretary shall:
 - 1) Keep minutes of all meetings.
 - 2) Perform such other duties as the Board of Directors may prescribe.

- d. The Treasurer shall:
 - 1) 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.
 - 2) Be bonded in an amount sufficient to cover the funds normally handled by his or her office; cost of said bond to be paid by the Association.

ARTICLE VIII

VACANCIES

If the office of any director or of any officer or agent, one or more, becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the directors then in office, although less than a quorum, by a majority vote may choose a successor, or successors, who shall hold office until his or her successor is duly elected.

ARTICLE IX

POWERS AND AUTHORITIES OF THE ASSOCIATION BOARD OF DIRECTORS

The Association Board of Directors shall:

1. Be vested with the management of the affairs of the Association within the policies established by the Constitution and By-Laws or by the Association at its annual meeting.
2. Define and establish the policies and procedures of the Association between the annual meetings of the Association.
3. Review, revise as necessary, and approve annual budgets for the expenditures of the Association. It shall have the power to authorize expenditures, seek and accept contributions, authorize contracts in the name of the Association, and authorized the employment of personnel to further the work of the Association.
4. Formulate and direct into effect plans and programs for achieving the purposes of the Association.
5. The Board of Directors shall have the right to create and dissolve standing and special committees as deemed necessary.

ARTICLE X

PROXY VOTING

Proxy voting shall not be permitted.

ARTICLE XI

AMENDMENT OF BY-LAWS

A two-thirds (2/3) majority vote of the voting membership at the NDASCD Annual Meeting is required to add any provision to, or to alter, or to repeal any provision of the Bylaws. Any proposal for a By-law change must be presented 30 days prior to the NDASCD Annual Meeting.

ARTICLE XII

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.

CERTIFICATE

These Amended and Restated By-Laws of the North Dakota Association of Soil Conservation Districts were adopted at a regular meeting of members held on November 26, 2019, 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 as amended adopting these Amended and Restated By-Laws received the unanimous vote of the members present.

Amended at the 81st Annual Meeting.

NORTH DAKOTA ASSOCIATION OF SOIL CONSERVATION DISTRICTS

BY: *Keith Bartholomay*
KEITH BARTHOLOMAY, President

AND: *Perry C Bollum*
PERRY BOLLUM, Secretary

Kathy Norriksen
WITNESS