

**BY-LAWS OF THE MICHIGAN ASSOCIATION OF CONSERVATION DISTRICTS
(Approved as amended November, 2017)**

ARTICLE 1 - NAME

1.1 This association shall be known as the Michigan Association of Conservation Districts and its official abbreviation shall be MACD.

1.2 This association was incorporated as a non-profit corporation under the laws of Michigan as the Michigan Soil Conservation Districts, Inc. on February 5, 1941. The organization changed to its current name on February 24, 1978.

ARTICLE 2 - DEFINITIONS

2.1 District - The term District shall refer to a governmental subdivision of the state as established and defined by the Natural Resources and Environmental Protection Act (PA 451 of 1994) as amended, and also any Tribal Conservation Districts formed under Tribal Law and approved by a Memorandum of Agreement with the U.S. Secretary of Agriculture.

2.2 District Director - The term District Director shall refer to the duly elected and/or appointed governing officials of a District as defined above.

2.21 – Associate District Director – The term Associate District Director shall refer to an individual appointed by the duly elected and/or appointed governing officials of a Conservation District as defined in Article 2.1 and who is a resident of the District.

2.3 Association - The term Association shall mean the Michigan Association of Conservation Districts.

2.4 Fiscal Year - The term Fiscal Year shall mean October 1 to September 30 of the following year.

ARTICLE 3 - PURPOSE

3.1 The Association is organized exclusively for educational, scientific and charitable purposes (as those purposes are defined for organizations that qualify as exempt organizations under section 501 8 (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law). MACD will conduct educational, scientific, and charitable work concerning the conservation, maintenance, improvement and development of land, soil, water, trees, vegetation, wildlife, open space and other renewable resources.

ARTICLE 4 - OBJECTIVES

4.1 The Association shall direct its efforts toward programs and activities which will:

- 4.11 Develop a public awareness of the need for soil, water and related resources conservation.
- 4.12 Result in establishment of needed conservation on the land, regardless of its use.
- 4.13 Develop an economic and social atmosphere which will enable Districts to efficiently carry out all of their statutory responsibilities.
- 4.14 Make available sufficient funds and staff to effectively operate Districts.
- 4.15 Promote and maintain cooperative working relationships between governmental units, agencies and organizations in the management of soil, water and related resources.
- 4.16 Advance the public image of Districts.

ARTICLE 5 - MEMBERSHIP AND DUES

5.1 VOTING MEMBERS – Voting privileges of member Conservation Districts will be available on a tiered basis to provide member Districts of differing financial means the opportunity to participate as a voting member of the Association. The tiered voting categories will be in effect on a one year trial basis, revisiting the results of the change during the FY2012 annual meeting of the Assembly.

Tiered Voting Categories:

- \$250 - \$649 – One Vote
- \$650 - \$999 – Two Votes
- \$1,000 and above – Three Votes

5.11 Votes allocated to a single District will be cast by the designated delegate from the District.

5.12 There will be no opportunity to split the vote allocation of a single District.

5.13 No proxy votes will be provided.

5.2 DUES - Annual dues for the support of the Association shall be determined by the Assembly (as defined in Article 7). Dues shall be due within the first sixty days of MACD's Fiscal Year, unless that District submits a written payment plan within the first sixty days of the fiscal year that is approved by the Executive Council prior to that year's annual meeting. Members whose dues are paid in full to the level of membership declared by each District will retain all privileges and services associated with that level of membership.

5.3 NON-VOTING MEMBERS - Non-voting members shall be those persons, firms, associations or corporations that shall apply for such membership and make the required financial contribution to the Association. The categories of non-voting memberships and the required financial contribution for each category shall be determined by the Assembly. Non-voting members shall be encouraged to attend meetings of the Association and shall receive its publications.

ARTICLE 6 - ELIGIBILITY TO SERVE

6.1 No person shall be eligible to serve as an Officer or at the Assembly of the Association unless that person is a District Director.

6.2 – Regional Council members must be a current or former Director. A former Director must be currently serving as an Associate Director within a Conservation District and whose residence is located within the District.

ARTICLE 7 - ASSEMBLY

7.1 The Assembly of the Association shall be established and consist of one delegate from each District.

7.2 ASSEMBLY POWERS AND DUTIES - The Assembly shall be the policy making body for the Association with the following powers and duties:

7.21 It shall establish the policies and procedures of the Association.

7.22 It shall act upon resolution and matters of Association policy as presented by Regional Councils (as defined in Article 9) or Association Committees.

7.23 It shall receive reports from the President, the Secretary-Treasurer and Committees of the Association. Reports shall be submitted in such form and at such times as the Assembly directs.

7.24 It shall approve an Association annual budget.

7.25 It shall approve the membership dues structure.

7.26 It shall elect the Officers of the Association as defined in Article 8.

7.27 It shall consider the proposed amendments to the Association's Bylaws, submitted in accordance with the provisions of Article 14, and shall take such actions as it deems appropriate.

7.3 ASSEMBLY COMPENSATION - The members of the Assembly shall serve without compensation from the Association.

7.4 ASSEMBLY MEETINGS

7.41 A business meeting shall be conducted during the Association Annual Meeting.

7.42 Special meetings of the Assembly may be called by the State Council or by petition of 25% of the Districts.

7.43 Meetings shall be chaired by the President. The President shall also designate a person to serve as the recording secretary.

7.44 A report of Assembly actions shall be distributed to the State Council for action and members of the Association for information.

7.45 A quorum shall be a majority of Districts present with dues paid in full to the level of membership declared by each District upon initial payment of fiscal year dues.

7.46 Action on policy and other matters shall be decided by a majority vote of the quorum present and voting.

ARTICLE 8 - OFFICERS

8.1 OFFICERS - The officers of the Association shall be the President, Vice-President, Secretary-Treasurer and immediate Past President.

8.2 ELECTIONS

8.21 An Election Committee of five District Directors, who are not members of the State Council (as defined in Article 10), shall be appointed biennially by the President of the Association with the approval of the State Council.

8.22 The Election Committee shall solicit nominations by Districts for officers 120 days prior to the Annual Meeting. A nomination must be supported by at least three Districts and submitted to the Elections Committee at least 60 days prior to the Annual Meeting.

8.23 In the event there are not two (2) valid nominating petitions for an office, the Election Committee shall nominate an eligible candidate or candidates for each office to insure a minimum slate of two candidates.

8.24 The slate of candidates shall be distributed to Districts 45 days prior to the election.

8.25 Elections shall be held by secret ballot. Ballots will be distributed to and collected from the registered delegates at the Assembly.

8.26 In the event no candidate for an office receives a majority vote, a second vote between the two candidates receiving the most votes for an office shall be held.

8.27 Terms of office shall begin immediately following the end of the Association Annual Meeting. Terms shall be two years in length. Elections shall be held every two years, in odd-numbered years.

8.3 VACANCIES - Should a vacancy arise in the office of the President, the Vice-President shall become President for the remainder of the term. Should a vacancy arise in the office of the Vice-President or Secretary-Treasurer, the President shall appoint a replacement for the remainder of the term with the approval of the State Council.

8.4 OFFICERS= DUTIES

8.41 PRESIDENT - The President shall preside at meetings of the Assembly, State Council, and Executive Committee. The President shall be the chief executive officer for the Association and shall be responsible for seeing that the policies of the Association are carried out in accordance with the applicable procedures and requirements. The President shall represent the Association at Regional, State, and National functions. The President has the authority to appoint all committees with the confirmation of the State Council. The President shall be an Ex-Officio member of all Association committees.

8.42 VICE-PRESIDENT - The Vice-President shall assume the duties of the President whenever the President is absent. The Vice-President shall be responsible for coordinating the Association Annual Meeting and shall fulfill other assignments at the discretion and request of the President. In the absence of the Secretary-Treasurer, the Vice-President is authorized to receive and disburse Association funds as approved by the Assembly and/or State Council.

8.43 SECRETARY-TREASURER - The Secretary-Treasurer shall assume the duties of the President, in the absence of the President and Vice-President. The Secretary-Treasurer shall receive and disburse the funds of the Association as approved by the Assembly and/or State Council.

ARTICLE 9 - STATE COUNCIL

9.1 The State Council shall be established and consist of the Officers of the Association and the Chairpersons from each of the Regional Councils.

9.11 No person shall serve as an Officer and Regional Council Chairperson at the same time.

9.12 Vacancies shall be filled as provided in Article 8 for Officers and Article 10 for Regional Chairpersons.

9.2 STATE COUNCIL POWERS AND DUTIES - The State Council shall have the following powers and duties:

9.21 It shall be vested with the management of affairs of the Association, within the policies established by the Bylaws and the Assembly.

9.22 It shall define and develop the policies and procedures of the Association between meetings of the Assembly. The actions of the State Council shall be reported to Districts, and shall be deemed to be approved by the Assembly, unless the Assembly shall expressly modify or set aside the action of the State Council.

9.23 It shall prepare a budget for the Association and operate the Association within the budget approved by the Assembly. In unforeseen or unplanned circumstances, the State Council is authorized to adjust the budget. Any adjustments shall be reported to Districts and shall be deemed to be approved by the Assembly, unless the Assembly shall expressly modify or set aside the action of the State Council.

9.24 It shall have the power to receive and disburse MACD funds, seek and accept contributions, enter into contracts in the name of the Association and authorize the employment of auditors.

9.25 It shall be authorized to employ and administer personnel of the Association, including but not limited to development of work rules and guidelines concerning the duties and responsibilities of staff; assigning responsibility for supervision and work performance appraisal; determining rate of pay and other benefits and other functions as determined necessary for proper personnel management.

9.26 It shall establish, define functions, confirm appointments and coordinate activities of Association committees.

9.27 It shall be responsible for the arrangements for the Annual Meeting.

9.28 It shall disseminate information to the membership and public.

9.3 STATE COUNCIL COMPENSATION - The members of the State Council shall serve without compensation, but shall be entitled to reimbursement for travel and other expenses incurred in connection with their official duties.

9.4 STATE COUNCIL MEETINGS

9.41 The State Council shall meet at least four times annually at such times and places as the State Council shall determine. Special meetings may be called by the President on not less than ten (10) days written notice.

9.42 A majority of members of the State Council shall constitute a quorum.

9.43 Meetings shall be conducted in accordance with Robert's Rules of Order, unless otherwise specified in the Bylaws.

9.44 The Director of the Environmental Stewardship Division of the Michigan Department of Agriculture, and the State Conservationist of the U.S. Department of Agriculture Natural Resources Conservation Service in Michigan, shall serve as advisors to the State Council. The President of the Michigan Association of Conservation District Employees shall also serve as an advisor. Other individuals may be contacted by the State Council for advice.

9.5 EXECUTIVE COMMITTEE - The Executive Committee is a standing committee of the Association composed of the President, Vice-President, Secretary-Treasurer, and the immediate Past President. The Executive Committee shall act in accordance with the direction of the State Council under the established policies and budget. The Executive Committee shall make recommendations to the State Council concerning general operations, policies and budgets. The Executive Committee shall serve as the principal liaison between the Association and its employees. The Executive Committee shall meet at the call of the President.

ARTICLE 10 - REGIONAL COUNCILS

For the purpose of the Association, the Districts are divided into the following regions:

1. 10.11 REGION 1 - Dickinson, Gogebic, Houghton-Keweenaw, Iron-Baraga, Marquette, and Ontonagon.
2. 10.12 REGION 2 - Alger, Chippewa-Luce-Mackinac, Delta, Menominee, and Schoolcraft.
3. 10.15 REGION 5 - Alcona, Alpena-Montmorency, Cheboygan, Crawford-Roscommon, Iosco, Ogemaw, Oscoda, Otsego, and Presque Isle.
4. 10.17 REGION 7 - Barry, Clinton, Eaton, Ionia, Kent, Montcalm, Muskegon, and Ottawa.
5. 10.18 REGION 8 - Allegan, Berrien, Branch, Calhoun, Cass, Kalamazoo, St. Joseph County, and Van Buren.
6. 10.19 REGION 9 - Blue Water (Sanilac and St. Clair), Genesee, Huron, Lapeer, Macomb, Oakland, Shiawassee, and Tuscola.

10.3 REGIONAL COUNCIL POWERS AND DUTIES - The powers and duties of the Regional Councils shall be as follows:

10.31 They shall operate in accordance with the Bylaws of the Association.

10.32 They shall elect a Chairperson, Vice-Chairperson, and Secretary-Treasurer for terms of two years. The Chairperson shall serve as the regional representative to the State Council. The Vice-Chairperson shall serve as regional representative to the State Council in the absence of, or upon the vacancy of the Chairperson. If neither the Chairperson nor the Vice-Chairperson is available, the Secretary-Treasurer shall serve as the Regional Representative to the State Council. When a vacancy occurs in the position of Vice-Chairperson or Secretary-Treasurer, the Chairperson may appoint an individual to serve until an election takes place.

10.33 They may assess regional dues upon approval by 2/3 of the Districts in the region.

10.34 Any policy developed should reflect the policy of the Association where such policy has been established.

10.4 REGIONAL COUNCIL ELECTIONS - Elections of officers for odd-numbered regions (1, 3, 5, 7, & 9) shall take place in even-numbered years to take office on January 1 of the following odd-numbered year. Likewise, elections of officers for even-numbered regions (2, 4, 6, 8, & 10) shall take place in odd-numbered years to take office on January 1 of the following even-numbered year. Vacancies should be filled in special elections for the remainder of a term.

10.41 Regular elections will be conducted at the regional meeting held in conjunction with the Association Annual Meeting. If elections do not occur at the regional meeting held in conjunction with the Association Annual Meeting, a mail-in ballot may be conducted within 90 days after the Annual Meeting. Ballots will be mailed only to voting District members with dues paid in full.

10.42 A slate of candidates will be developed by a committee appointed by the regional chairperson and distributed to directors 45 days prior to the election.

10.43 – Regional Council member vacancies of one year or longer shall be filled by appointment by the President, with confirmation by the State Council.

10.5 REGIONAL COUNCIL COMPENSATION - Regional Council members shall not receive compensation from the Association except for expenses incurred by the Regional Council Chairperson as outlined in Article 9.

10.6 REGIONAL COUNCIL MEETINGS - The Regional Councils shall meet at least once annually at a place and time determined by the Regional Council.

10.61 The Regional Councils shall meet as described in Sections 10.33 and 10.41 and at any other time and place as determined by the Regional Council.

10.62 Meetings of the Regional Councils shall be conducted in accordance with Robert's Rules of Order unless otherwise specified by the By-laws of the Association.

10.63 Special meetings of the Regional Council may be called by the Regional Council Chairperson, by the Regional Council, or by petition of 25% of the Districts in the Region.

ARTICLE 11 - ASSOCIATION ANNUAL MEETING

11.1 The Association will hold an annual meeting within 150 days of the close of the Fiscal Year. All District Directors, voting and non-voting members and guests of the Association shall be invited to attend.

11.11 The agenda and activities of the meeting shall be so planned as to promote maximum opportunities for participation by District Directors.

11.12 The Officers and the Association Committees shall report to the members at the meeting on current and proposed policies and activities.

11.2 RESOLUTIONS - Districts, Regional Councils, Association Committees, and the State Council may file with the President an/or Association employee (s), at least 60 days prior to the annual meeting, any proposed resolution it wishes to have considered at the next annual meeting.

11.21 All resolutions shall be distributed to the membership at least 45 days prior to the annual meeting. The resolutions will be referred by the President to the appropriate committee of the Association for recommendation to the Assembly. The Assembly shall take such action as it deems appropriate regarding the resolutions so presented.

11.22 Any resolution received later than 60 days prior to the annual meeting shall be made available to the Assembly at the annual meeting. A majority vote of the quorum of the Assembly shall be required for each resolution for consideration by the Assembly.

11.23 Only Conservation District Directors from Districts whose dues are paid in full will be allowed to speak during the General Assembly. Other individuals will speak only at the invitation of the delegate body, or during the open hearing.

ARTICLE 12 – ENDOWMENT FUND

12.1 MACD ENDOWMENT FUND – There is hereby established and created a fund to be designated The Endowment Fund of the Michigan Association of Conservation Districts. The official abbreviation of its name shall be the MACD Endowment Fund.

12.11 The MACD Endowment Fund shall consist of donations, gifts, devices and bequests heretofore and hereafter received by MACD and directed thereto. The donations, gifts and bequests of money received by MACD for the MACD Endowment Fund and the money received from the sale of other MACD Endowment Fund property shall be considered the cash principal of the MACD Endowment Fund.

12.12 The MACD Endowment Fund shall be held in trust in perpetuity to assist MACD in accomplishing its purposes and performing its activities according to its policies as they are set forth in these Bylaws.

12.13 The MACD Endowment Fund shall be administered by the President, Vice-President and Secretary-Treasurer of MACD, who shall be called its managers. A majority vote of the managers shall control their decisions.

12.14 The MACD Endowment Fund shall be kept distinct from the other funds of MACD.

12.15 The managers shall make a full statement of the condition of the MACD Endowment Fund to the Assembly and the MACD membership at the annual convention of MACD.

12.16 The rents, revenues, and other income received from the MACD Endowment Fund property shall be devoted, expended and applied to the use and benefit of MACD.

12.17 The managers shall be limited to investing the cash principal of the MACD Endowment 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.

12.18 The managers shall hold and retain securities and properties other than cash of the MACD Endowment Fund as long as they are in the opinion of the managers sufficiently income-producing.

12.181 The managers shall have the power, respecting securities held in the MACD Endowment Fund, to vote stock; give proxies; exercise conversion rights; participate in foreclosure, reorganizations, consolidations, mergers and liquidations; and to sell securities when, in their opinion, such securities cease to be sufficiently productive.

12.182 The managers shall have the power to lease the MACD Endowment Fund property on such terms as they deem 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 managers shall have the power to sell, upon which terms and for such amounts as they deem fit, such property when, in their opinion, it ceases to produce sufficient income.

12.183 The proceeds from the sale of any securities or other property held by the MACD Endowment Fund shall become part of the cash principal of the MACD Endowment Fund and be invested pursuant to Section 13.17 of these Bylaws.

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

ARTICLE 13 – AMENDMENTS

13.1 Bylaws may be amended at any meeting of the Assembly by a 2/3 vote of the districts present. At least 45 days prior notice of the proposed amendment(s) shall be given to the membership. Amendments become effective immediately upon passage.

ARTICLE 14 – INDEMNIFICATION

14.1 The Association may, by resolution of the Assembly, provide for indemnification by the Association of any and all of its current or former Officers or State Council members against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or a party by reason of having been Officers or State Council members of the Association, except in relation to matters as such current or former Officer or State Council member shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

ARTICLE 15- DISSOLUTION

15.1 In the event of dissolution, all assets ,real and personal, shall e distributed to the National Association of Conservation Districts which is qualified as tax exempt under Section 501(C)(3) of the Internal Revenue Code or the corresponding provisions of a future United States Revenue Law.