

Bylaws of the Oregon Association of Conservation Districts (restated)

Section 1 – Name and Office

The corporation shall be known as the Oregon Association of Conservation Districts, herein and for general purposes also known as “OACD” or “the association.” The association shall maintain its principal office in the State of Oregon. The board of directors (“board”) may appoint other locations for OACD to transact business.

Section 2 – Registered Agent and Registered Address

The board shall designate a registered agent. The board shall annually file the registered agent, registered address and alternate address, and principal address with the Oregon Secretary of State.

Section 3 – Purpose

- 3.1 OACD may carry out any purposes, none of which are for profit or organized for the private benefit of any individual, for which corporations may be organized under ORS Chapter 65 (or corresponding future provisions) and its recognized 501(c) tax exemption under the Internal Revenue Code of 1954 (or corresponding future provisions).
- 3.2 OACD’s primary purpose is to be the organizing instrument of the districts to provide leadership, guidance, education, representation, advocacy, and ideas to improve the quality of the work performed by Oregon’s conservation districts and to advance the interests of Oregon’s SWCDs for the conservation and wise use of Oregon’s natural resources.

Section 4 – Membership

- 4.1 Membership in the association shall be open to soil and water conservation districts authorized under ORS Chapter 568, except as provided in Section 7.2f. Voting rights are limited to districts “in good standing”, as defined in Section 6 -- Dues.
- 4.2 Associate membership shall be open to individuals, businesses, associations, or corporations who desire to support and promote OACD’s purposes. Associate members have no vote and must make a required financial contribution as established by the board.
- 4.3 Powers for members in good standing include voting on articles of incorporation, 501(c) tax exemptions, bylaws, board director elections, and motions offered that require official action. **Any ~~M~~members in good standing may also approve submit** referendums that are advisory to the board.

Section 5 – Membership Meetings

- 5.1 The association shall hold at least one annual membership meeting each fiscal year at a time and place designated by the board. The officers shall preside over membership meetings. Each member shall be given at least ~~forty five (45)~~ **ninety (90)** days advance notice of the time and place of the membership meeting.
- 5.2 Delegates shall be seated at the annual meetings when written credentials are received from their respective districts, stating such delegate is a representative of said district. Credentials may be sent to the association office prior to the meeting or delivered to the secretary prior to meeting being called to order.
- 5.3 Special meetings of the members may be called at any time by the president, the board, or a petition of 10 districts in good standing. Notice of each special meeting shall state the time, place, and purpose and shall be sent by the secretary to each member of the association at least ~~five (5)~~ **fifteen (15)** days.

days prior to such meeting.

- 5.4 A majority of the districts in good standing and present shall constitute a quorum at membership meetings.
- 5.5 Voting shall be limited to districts in good standing and one vote per district.
- 5.6 Board directors may be a district's delegate and vote on behalf of their district, if authorized by their district in writing.
- 5.7 Membership meetings of the association may be held by any means approved by the board.

Section 6 – Dues

- 6.1 The board shall establish and assess OACD dues annually. For a district to be considered a member in good standing, it must have either paid its annual dues by a date defined by the board or have been excused by the board for partial payment or non-payment as in Section 6.2.
- 6.2 A district seeking dues relief must submit a letter to the board detailing “good cause.” Good cause must document a lack of services from OACD to that district or an explanation of financial hardship preventing the payment of all or a portion of the assessed dues.
- 6.3 If a district fails to submit a letter requesting dues relief for good cause, the board may pursue actions against the district including but not limited to those detailed in Section 7.2f.

Section 7 – Board of Directors

- 7.1 The board shall consist of ~~no fewer than~~ nine (9) ~~or more than eleven (11)~~ directors, who shall be elected by the membership.
 - a. All board directors must be from districts in good standing.
 - b. Zones-Regions will be established by the board to ensure geographical diversity of directors. At least one director will be elected from each zone region. District directors and district ~~managers administrators~~ are eligible to be elected to ~~at large positions any board position~~-. The board may at any time adjust the zone-region boundaries. ‘Administrators’ include district or assistant district managers or alternative titles for district managers.
 - c. Except for the initial adjustments of shorter terms needed in order to create staggered terms, the term of office for directors shall be three (3) years.
 - d. No director may serve more than two (2) consecutive three (3) year terms. A partial term shall not be counted as a term for these purposes. A director who has served two consecutive terms shall be eligible to serve again as a director following one year off the board.
 - e. Any director may be removed, ~~with or without cause,~~ by a vote of two-thirds (2/3rds) of the directors following notice and an opportunity to address the board. Any director removed from the board has the right to appeal the removal to the membership. A majority vote of the membership would affirm or overturn the vote of the board.
 - f. Vacancies on the board will be filled by a majority vote of the remaining directors. Vacancies filled as such shall remain in effect until the next regular election.
 - g. Directors shall not receive salaries for their board services but may be reimbursed for accrued and necessary expenses related to board services or pre-approved purchases on behalf of the association.
 - h. If a director misses three (3) consecutive regular board meetings without valid cause, the board may take action to remove the director.
- 7.2 Except for the powers specifically reserved for the membership, all corporate powers shall be exercised by or under the authority of the board, who shall manage the affairs of the association.
 - a. The board shall determine the association's operating rules, policies, and procedures, all of which shall be consistent with the purposes stated in the articles of incorporation, the 501(c) tax exemption, these bylaws, and applicable federal and state laws.

- b. The board shall have power to appoint and remove at their pleasure all ~~directors~~ agents and the executive director of the association and shall prescribe their duties and fix their compensation.
 - c. The board may appoint board directors, district directors, or district managers to represent the association at state, regional, and national meetings.
 - d. The board shall appoint a nominating committee which shall make any nominations needed for future elections.
 - e. An annual budget will be prepared by the board and reported to all members.
 - f. The board shall have the power to suspend or expel and terminate the membership of any district for conduct which, in its opinion, disrupts the order, dignity, business, or harmony of the association or for any violation of these bylaws.
 - 1. The board, with appropriate notice, may act upon the initiative of any director or district. Such action shall include any conditions and a time frame for when the action may be reconsidered by the board.
 - 2. The district under consideration for expulsion will have the right to a hearing before the board.
 - 3. ~~The board's decision on such matters shall be final. Any member district removed from the membership has the right to appeal the removal to the membership. A majority vote of the membership would affirm or overturn the vote of the board.~~
- 7.3 Regular meetings of the board shall be held at the time and place to be determined by the board. ~~No other notice~~ A ten (10) day notice of date, time, place, or purpose is required.
- a. A minimum of four board meetings shall be scheduled for each fiscal year.
 - b. Special meetings of the board may be called when urgent matters should be addressed before the next regular meeting. Special meetings shall be held at the time and place to be determined by the board. Notice of such meetings, describing date, time, place, and purpose, shall be delivered to each director not less than ~~five (5)~~ ten (10) days prior to the special meeting. ~~The five-day notice is waived for an emergency meeting.~~ Special meetings of the board may be called by the president or any two directors.
 - c. The quorum at board meetings shall be a majority of the directors.
 - d. A director who is present at a meeting of the board when corporate action is taken is deemed to have assented to the action taken unless:
 - 1. At the beginning of the meeting, or promptly on the member's arrival, the director objects to holding the meeting or transacting the business at the meeting;
 - 2. The director's dissent or abstention from action taken is entered in the minutes of the meeting; or
 - 3. The director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or immediately after the meeting adjourns. The right of dissent or abstention is not available to a director who votes in favor of the action taken.
- 7.4 Any regular or special meeting of the board may be held by any other means approved by the board.
- a. ~~Action without meeting. Any action required or permitted to be taken at a board meeting may be taken without a meeting if the action is taken by a majority of the board. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes. Consent under this section has the effect of a meeting vote and may be described as such in any document.~~
 - b-g. The board may conduct an executive session when called by the president or a majority of directors.
- 7.5 ~~A director may at any time waive any notice or timing of notice required by these bylaws. Any waiver must be in writing, must be signed by the directors entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes.~~

Section 8 – Officers

- 8.1 The board shall elect annually from its own members a president, vice president, secretary, and treasurer, who shall also serve as officers of the association. The board may choose to appoint, rather than elect, the treasurer who shall, in that instance, not be a director, association officer, or have a vote.
- 8.2 Officers may succeed themselves in the same office as long as their board term lasts.
- 8.3 The president shall have any powers and duties as may be prescribed by the board. The president will act as a principal spokesperson and representative of the association.
- 8.4 The vice president shall assume the powers and duties of the president when the president is unable to perform the duties of president. The vice president may have other duties assigned by the board.
- 8.5 As custodian of the association’s records, the secretary shall oversee and/or direct OACD staff to keep full and complete records of the proceedings of the board and the membership. The secretary shall ensure the legal requirement of governing documents and that legal filings are met. The secretary shall discharge duties customary to the office or as prescribed by the board.
- 8.6 The treasurer shall oversee the accounting system to provide financial reports of the association’s financial condition and operations to the board and to ensure financial policies, procedures, and internal controls are followed and adequate to protect OACD’s assets and interests. The treasurer may have other duties assigned by the board.

Section 9 – Committees

- 9.1 The board shall determine the number and nature of the committees necessary to serve the purposes of the association. The board shall appoint a chair and board liaison for each committee.
- 9.2 The board shall establish guidelines for committees to appoint additional committee members.
- 9.3 Members of committees may be any district director, **emeritus director, associate director** or employee from a district. ~~in good standing.~~ Each committee may recruit partner representatives and advisors (who will have no vote).
- 9.4 A charter will be written for each committee giving explicit guidelines as to its purpose, responsibilities, authorities, duration, reporting requirements, and relationship to the board liaison.
- 9.5 The board liaison is responsible for tracking work of the committee, being a resource to the board and the committee, and making sure the committee implements its charter.
- 9.6 Each committee will elect its own officers, if not appointed by the board. The committee chair is responsible for calling and conducting meetings, managing activities, and communicating with the board liaison.
- 9.7 Although not committees of the board, districts which choose to form “working groups” focusing on common issues may be recognized by the board and may interact with the board as needed.

Section 10 – Corporate Indemnity and Insurance

- 10.1 **Indemnity.** This association shall indemnify to the fullest extent not prohibited by Oregon law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director, officer, employee, or agent of OACD. No amendment to this bylaw that limits the association’s obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective day of the amendment or the date notice of the amendment is given to the person.

10.2 **Insurance.** OACD shall purchase and maintain insurance on behalf of the association to protect the association and individuals against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of OACD. However, the association may not purchase or maintain such insurance to indemnify any director, officer, employee, or agent of the association in connection with any proceeding charging improper personal benefit to the director, officer, employee, or agent in which that director, officer, employee, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, employee, or agent.

Section 11 – Nondiscrimination

- 11.1 The association, its, directors, employees, and agents administering its programs shall not discriminate based on race, color, national origin, gender, gender identity and expression, sexual orientation, religion, disability, age, marital status, family/parental status, income derived from a public assistance program, political beliefs, reprisal or retaliation for prior civil rights activity, or protected genetic information.
- 11.2 OACD shall be an equal opportunity provider and employer.

11.3 OACD and its board are committed to the incorporation of the values of diversity, equity and inclusion (DEI) in the governance and operations of the association, as well as transparency in its internal and external communications and actions.

Section 12– Fiscal Year

OACD’s fiscal year will be July 1 to June 30.

Section 13 – Meeting Rules and Procedures

Parliamentary rules and procedures for all association meetings will follow the meeting conduct guidelines established by the board.

Section 14 – Severability

A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective will not affect or invalidate any other provision of these bylaws.

Section 15 – Amendments

- 15.1 These bylaws may be amended, or new bylaws may be adopted, at any membership meeting called for that purpose, by the affirmative vote of the majority of members in good standing present at such meeting, provided a quorum is present. The notice shall state that one of the purposes of the meeting is to consider one or more proposed amendments to the bylaws and shall contain a copy of the full text of the amendment.
- 15.2 A copy of the amended or new bylaws shall be sent to each district at least forty-five (45) days prior to voting on such amendments or new bylaws. Amended or new bylaws shall become effective at the close of the meeting at which the vote takes place.

Section 16 – Dissolution

- 16.1 The association may be terminated by vote of at least two-thirds (2/3rds) of all members currently in good standing. If a dissolution is approved, the board shall be responsible for winding up the affairs of the association.
- 16.2 In the event of dissolutions, after all debts and other financial obligations have been satisfied, OACD’s assets shall be transferred to the Oregon Conservation Education Foundation or, if this foundation does not exist, to a similar tax-exempt organization.