

**BY-LAWS OF THE
NORTHEAST ASSOCIATION
OF
CONSERVATION DISTRICT EMPLOYEES, INC.**

Article I

Name

The name of this association shall be the Northeast Association of Conservation District Employees, Inc. [The acronym for the association is NACDE]

Article II

Purpose

This Association shall be a not-for-profit organization, 501[c]6. Its function will be to develop, strengthen and promote Conservation District programs within the Northeast. Coercion by any person in an attempt to use this Association for any other purpose such as collective bargaining is strictly prohibited.

Article III

Objectives

The objectives of this Association shall be:

1. To promote the professional development of Conservation District employees.
2. To provide assistance and information to Conservation Districts, their governing Boards and their employees.
3. To strengthen the Conservation District Programs of the Northeast.
4. To assist any agency, association, organization, municipality, group, or individual who supports the Conservation Districts of the Northeast in the spirit of cooperation, sound conservation practices, and proper land use.

Article IV

Membership

The membership of this Association shall consist of full-time and part-time employees of the legally organized Conservation Districts within the Northeast region. Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, West Virginia, and the District of Columbia comprise the Northeast region. For purposes of these bylaws, the District of Columbia shall be referenced as a state. All members shall be encouraged to attend Association meetings and participate in discussions.

Article V

State Directors

The employees association or a committee of their respective state prior to the annual meeting of this Association shall select one State Director who shall represent their state on the Board of Directors, and an alternate. Directors from Connecticut, Delaware, Maine, Maryland, Massachusetts and New Hampshire shall be selected on odd numbered years. Directors from New Jersey, New York, Pennsylvania, Rhode Island, Vermont, West Virginia and the District of Columbia shall be selected on even numbered years.

Each state shall be entitled to one vote by its State Director. Voting by proxy shall not be permitted. In the event that the State Director is not present at a Board of Directors meeting, the Officer present from that State may represent and vote for that State Director.

Article VI

Board of Directors

The Board of Directors shall consist of 17 members consisting of 13 State Directors and the Executive Committee.

The Board of Directors of the Northeast Association of Conservation District Employees, Inc. shall have the following powers in addition to those granted in other sections of these By-Laws:

1. It shall be the responsibility of the Board of Directors to authorize officers and employees to perform such duties as are necessary for the operation of the Association.
2. The Board of Directors shall establish and abolish any positions of employment of the Association and fix the compensation and time of payment thereof.
3. It shall be the responsibility of each State Director to represent and vote according to the state they represent.

4. It shall be the responsibility of the Board of Directors to appoint the Northeast Representative and Alternate to the National Conservation District Employees Association for a two year term, appointed in odd-numbered years.

Article VII

Officers

A President, Vice President, Secretary, and Treasurer shall be elected by the State Directors present at the annual meeting. The duties of the newly elected officers shall commence immediately following the close of the annual meeting. The election of officers shall be by confidential ballot. No person may serve concurrent terms as an officer and State Director.

The President, Vice President, Secretary, and Treasurer shall constitute the Association's Executive Committee which shall have the power to act in the name of the Association between regular or special board meetings.

In the event of a vacancy in the office of the President, the Vice-President shall succeed to that office until the next election of officers. In the event of a vacancy in the office of the Vice President, the President will call for a special meeting of the Board of Directors to elect a Vice President, who will serve in that capacity until the next election of officers. In the event of a vacancy in the offices of Secretary or Treasurer, the President shall appoint a Secretary or Treasurer to serve until the next election of officers.

The immediate past president shall act as an ex-officio member of the Executive Committee for a period of one year.

The terms of the office of President, Vice President, Secretary and Treasurer shall be for two years. The terms of office of President and Vice President shall be limited to no more than two consecutive terms of office.

At no time will a State have more than one vote except in the event of a tie. At that time, the President shall cast the deciding vote.

Article VIII

Duties of Officers

The duties of the Association's officers shall be those normally pertaining to such officials in any association and any additional duties specifically assigned to them by the Board of Directors. The President shall be empowered to appoint at his [or her] discretion any person or committee to expedite the objectives of the Association.

The duties of the President shall include special attention throughout the term for a smooth transition to the successor of the on-going programs of the Association. A committee structure will always be considered for carrying out the work of the Association before any other methods are adopted.

The duties of the Secretary shall be to record the minutes of all meetings and to provide copies of the meeting minutes to each member of the Board of Directors within 30 days time following a meeting. The Secretary shall maintain an official Minute Book for the Association.

The Treasurer shall keep full and accurate records of all financial transactions and also make an annual financial report to the membership at the annual meeting. All association funds will be maintained in a banking institution in the Association's name.

Article IX

Finances

The Association may be financed by an annual assessment on each member as recommended and approved by the majority vote of the Board of Directors present at any annual meeting. The assessment would be payable annually by each member to the Association's Treasurer. Contributions, donations, earned income, gifts, and other legal revenues shall be accepted to carry on the work of the Association only by the Treasurer. The President shall provide for an annual internal audit committee consisting of two or more State Directors. All disbursements shall be properly itemized, verified, and certified by the Treasurer and Vice President before payment. Payment shall be issued by press numbered checks only. A press numbered receipt shall be issued for all income revenue.

No power to borrow money or otherwise incur indebtedness to the Association is granted to any officer, director, or member.

The budget for the year following the annual meeting of the Association shall be presented for approval by the Board of Directors at each annual meeting. The budget shall be distributed at registration to each attending Association member. The budget must be approved by a two-thirds majority of the Board of Directors attending the annual meeting.

Upon dissolution of the Association, any unencumbered funds shall be divided equally and be donated to each state's respective Employees Association or committee.

Article X

Compensation

The Directors, officials, and committee members on official assignment by this Association shall serve without compensation. However, the Treasurer and Vice President of the Board of Directors shall approve or disapprove, in writing, the payment of reasonable, specific expenses incurred in the lawful transaction of Association business.

Article XI

Meetings

The annual meeting shall be held at a time and place prescribed by the Association's Board of Directors.

Special meetings may be called by the President or when requested by the Board of Directors. Notices of all meetings must be distributed to the Board of Directors at least fifteen days in advance of the meeting date. Parliamentary procedure will be based on "Robert's Rules of Order."

Article XII

Amendments

By-laws may be adopted and these articles of Association may be amended by a two-thirds majority vote of the State Directors present at the annual meeting or special meeting of the Association provided that copies of the proposed By-laws or amendments are sent to the Board of Directors thirty days preceding the opening of the annual or special meeting.

Article XIII

Resolutions

Resolutions and policy not having to do with amendments to the By-laws may be adopted by a majority vote of the State Directors present at the annual or special meeting of the Association.

Adopted at the Northeast Association of Conservation District Employees Annual Meeting on September 15, 1997
Typographical correction approved March 26, 1998
Additional revisions approved March 28, 2003