

# **By-Laws**

## **Association of Florida Conservation Districts Inc.**

### **ARTICLE I – Name and Type**

This organization is the Association of Florida Conservation Districts. The official abbreviation is AFCD. It is independent, non-profit, and non-partisan.

### **ARTICLE II – Mission and Goals**

The Mission of AFCD is to provide leadership and coordination for Florida's Soil and Water Conservation Districts in natural endeavors.

AFCD Goals are:

- A. Facilitate information exchange and cooperative efforts between AFCD and supervisors.
- B. Serve as unified voice and liaison to represent districts to the state and federal agencies and to outside organizations.
- C. Assist districts with capacity building.
- D. Provide district operations support.

### **ARTICLE III – Membership and Dues**

Each soil and water conservation district created under provisions of Chapter 582, *Florida Statutes*, is eligible for membership. Each district has one vote in actions of the Association. Individuals, groups, and –organizations sharing AFCD goals are eligible for associate membership. Associate members cannot hold office or vote as a delegate.

Annual membership dues per district are established for the ensuing year at each annual meeting by a majority vote of the delegates. Annual dues for associate members are

established annually by the Board of Directors. Notification of dues assessment will be sent to each district by the Secretary-Treasurer on or before October 1 of each year. By a two-thirds majority vote of delegates at an annual meeting, special assessments may be levied for a one-year period, with the purpose of the assessment clearly defined. Each district has one (1) vote. By a majority vote of the Board of directors, AFCD may make other special funding requests as needed: members and associate members not responding are under no penalty. The Association's fiscal year is October 1 through September 30.

#### **ARTICLE IV – Executive Board**

The Executive Board shall consist of the President, the First and Second Vice-Presidents, the Secretary-Treasurer, and the Immediate Past President (Article VI). The Executive Board shall manage the business and affairs of the Association, and shall exercise all of the powers of the Association except such as are by law or by Articles of Incorporation of the Association or by these by-laws conferred upon or reserved to the Board of Directors or assembled voting delegates.

The Executive Board may act in place of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board by these By-laws. Actions of the Executive Board shall be reported to the Board of Directors within 10 days of such action and shall be deemed ratified by the Board unless the Board shall, at its next meeting, expressly modify or set aside such action.

The Executive Board shall have the power to authorize expenditures within an approved budget, including expenditures to purchase and rent real and personal property as the Executive Board shall determine and may, in addition, hold special meetings on the call of the President on not less than 10 days written notice. Between meetings, teleconference meetings may be held to conduct official business. Any action required or permitted to be taken by the Executive Board may be taken without a meeting, if all voting members of the Executive Board shall individually or collectively consent in

writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Executive Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Executive Board. The Executive Board will have the power to determine a district's good standing by receiving an annual report provided by the individual district. The Executive Board shall determine the parameters of the report.

Three (3) members of the Executive Board shall constitute a quorum at any meeting.

### **ARTICLE V – Board of Directors**

The Board of Directors of the Association shall consist of the six (6) area vice-presidents, the six (6) Deputies, which shall not have a vote except in the absence of their area vice-president (Article VII); and the Executive Board (Article IV). The Board of Directors shall be the governing body of the Association responsible to the assembled voting delegates of the Association. The Board of Directors shall meet quarterly and may hold additional meetings as are deemed necessary by the Board.

Six (6) directors eligible to vote shall constitute a quorum at any meeting.

In addition, the Board of Directors will annually designate all delegates and alternates to NACD functions.

### **ARTICLE VI – Officers**

Officers of the Association are President, First Vice President, Second Vice President, Secretary-Treasurer, immediate past President, and six Area Vice Presidents. The President, First and Second Vice Presidents and Secretary-Treasurer are nominated from and elected by the membership at each annual meeting. They take office at the end of the annual meeting at which they are elected and serve for one year or until a successor is duly elected or appointed. The Secretary-Treasurer is bonded in an amount equal to not

less than the total funds handled during the previous fiscal year. No officer serves more than two (2) complete consecutive terms in one office. Any officer failing to attend three consecutive board, annual, or special meeting without advance Executive Board approval is relieved of duty. The Board of Directors appoints a qualified member to fill any vacancy to complete an unexpired term.

Each area elects an Area vice-president and Deputy to serve for a two-year term. Neither serves more than three consecutive terms. Areas 1, 3, and 5 hold elections during odd numbered years. Areas 2, 4, and 6 hold elections during even numbered years. These elections are held during the appropriate annual meeting in each area with each supervisor whose district is in good standing allowed one vote. The Deputy serves in the absence of the Area vice-president and succeeds him/her if he/she resigns or otherwise leaves office.

The Association Board of Directors appoints a successor to complete the unexpired term (or until a special election is held) as Area vice-president, if both Area vice-president and Deputy positions are vacated. The Area vice-president nominates a successor to complete the unexpired term (or until a special election is held) as deputy. The nomination is submitted to the Board of Directors for confirmation. If a special area election is held, those elected will take office immediately and serve through the unexpired term. An officer will hold only one position on the Board of Directors at any time.

#### **ARTICLE VII – Agents and Employees**

The Board of Directors may utilize the services of and may employ such employees and agents permanent and temporary, as they may require, and determine their qualifications, duties, and compensation. The directors may delegate to the President, to one or more directors, or to one or more agents, or employees such powers and duties as they may deem proper. The directors shall maintain copies of such rules, orders, contracts, forms and such other documents as they shall adopt or employ.

## **ARTICLE VIII – Area Organization**

The state is divided into six (6) areas, duly recorded and maintained by the Board of Directors, this delineation may be modified by a majority vote at the next annual meeting without pursuing a full Bylaw change (Article XIV).

## **ARTICLE IX – Duties of Officers**

### President

- AFCD chief executive
- Presides at annual, special, and board meetings
- Appoints standing and special committees
- Directs Association activities
- Administers Association agents/employees

### First Vice-president

- Chair of annual meeting planning committee
- Serves as President when President is absent
- First vice-president will receive duplicate copies of all treasurer records and the First vice-president or any other officer of the executive committee must co-sign checks over \$200.00.

### Second Vice-President

- Coordinator of standing committees
- Serves as first vice-president when first vice-president is absent
- Serves as President when both President and first vice-president are absent

### Secretary/Treasurer

- Keeps minutes of annual special, and board meetings
- Disseminates information to membership
- Receives and accounts for all funds paid to AFCD

- Makes disbursements as directed by the President and approved by the Board of Directors
- Arranges for an annual audit of AFCD financial records using acceptable accounting practices by an independent auditing agency
- Presents a financial report at each board meeting
- Presents a year to date financial report at each board meeting and a copy be sent to each district

#### Immediate Past President

- Chairs Resolutions, Bylaws, and Nominations Committee
- Presides during election of officers at the annual meeting

#### Area Vice-president (6)

- Arranges for and presides at area meetings
- Reports on area activities at board meetings
- Communicates with area districts on Association matters
- Serves on standing and special committees
- Accounts to AFCD for all AFCD area expenditures

### **ARTICLE X – Association Meetings**

The time and general location of Association annual meetings is determined by the Board of Directors two years in advance of each meeting. Each conservation district is given one hundred twenty (120) or more days advance notice of annual meetings. The First Vice-president (Article IX), along with host Area Vice-president and Host District Chairperson make arrangements including accommodations, entertainment, tours as requested by the Annual Meeting Planning Committee.

Prior to any Association meeting, each district board will designate one voting delegate and one alternate. These names will be given in writing to the Secretary-Treasurer prior to the official business section. Those delegates representing districts in good standing

will be seated by the Secretary-Treasurer and will cast that district's vote on matters of Association business.

Delegates from a majority of districts in good standing will constitute an annual business meeting quorum. By majority of those qualified delegates present, quorum requirements may be modified for individual meetings.

Any district supervisor shall have the right to speak at the annual business meeting or any official meeting of the Association. Discussions shall be limited to three (3) minutes in length, with additional time granted at the discretion of the presiding officer.

A majority vote of the delegates is needed for adoption and ratification of Association actions or positions.

The President may call special meetings as required. Notification of such meetings will be sent to each district ten (10) or more days prior to the meeting, and will state the meeting time, place, and purpose. Only that business stated in the notice will be considered and acted on. Those delegate requirements and voting provisions spelled out in this Article apply equally to special meetings.

#### **ARTICLE XI – Area Meetings**

All areas shall hold an annual meeting a minimum of 90 days before the opening of the Association's annual meeting. Area Vice Presidents will establish meeting time, place, and program. They will also notify each district in the area ten (10) or more days prior to the meeting. Area Vice Presidents and Deputies will be elected (Article V) and take office immediately following election. All supervisors representing districts in good standing are eligible to vote.

#### **ARTICLE XII – Standing Committees**

The President shall appoint chairpersons annually for standing committees to address pertinent topics such as:

Partnership  
Annual Meeting  
District Operations/Capacity Building  
Legislative  
Education and Public Affairs  
Urban, Community, and Coastal Resources  
Land Management  
Resource Conservation and Development

The standing committees shall meet at least once a year to review and recommend Association policy. The committees shall submit a report of their findings to the Board of Directors for presentation at the annual meeting. The committee reports as well as Board adopted policies submitted through the Area meetings shall be presented to the voting delegates at the annual meeting. The Board of Directors may include recommended actions with the proposals. The voting delegates shall ratify, adopt, reject, or modify the recommendations either in part or whole.

The Board of Directors shall maintain a record of Association policies. All actions of the Board of Directors shall be published and distributed to all districts.

Note: There are three special committees Resolutions, Bylaws, and Nominations that are chaired by the immediate past President.

The President shall, with the assistance of the Area vice-presidents, appoint the members of all standing committees. Except for the Nomination committee, which shall be made up of the six (6) Area vice-presidents and the immediate Past President who shall chair the committee.

Each committee shall be composed of at least six (6) district supervisors, and those advisors deemed necessary by the Board of Directors that are employees of a District,

OAWP, NRCS, or IFAS shall be appointed by their district supervisor upon request from the President.

Committees shall maintain charters that detail their purpose.

### **ARTICLE XIII – Special Committees**

When the President or Board deems it necessary to address a special issue, the President may form a special committee. The committee shall consist of three members, at least two of which are supervisors. Advisors may serve on special committees as detailed in Article XII. If the committee is necessary for more than one year, it shall become a standing committee by a majority vote of the Board of Directors or annual business meeting delegation.

### **ARTICLE XIV – Amendments**

These bylaws can be amended by a two-thirds (2/3) majority vote of delegates at an annual meeting. A standing Resolutions, Bylaws, and Nominations Committee appointed by the President and chaired by the immediate Past President will consider proposed changes each year. Proposed changes must be submitted to the Committee three (2) more months before annual meetings. The Committee distributes proposed changes or amendments to each district a minimum of sixty (60) days before an annual meeting.

At its discretion, the Resolution, Bylaws, and Nominations Committee or voting delegates may make recommendations for change without these time constraints. A two-thirds (2/3) majority vote of the delegates present is required for approval to consider a bylaws change.

### **ARTICLE XV – Rules of Order**

The Association shall use *Robert's Rules of Order Revised* as a guide in the conduct of business at association meetings.

## **ARTICLE XVI – Dissolution**

The Association may be disbanded by a two-thirds (2/3) majority vote of the delegation at any annual or special meeting. Any funds, property, or other assets will be distributed in accord with Section 617, 011, *Florida Statutes*, 1977.