

**AMENDED BY-LAWS of the
NEW MEXICO ASSOCIATION OF SOIL AND WATER CONSERVATION DISTRICTS
October 2019**

Section 1

NAME The name of the Association is the **NEW MEXICO ASSOCIATION OF SOIL AND WATER CONSERVATION DISTRICTS, INCORPORATED** (referred to hereinafter as the Association). The official abbreviation of its name shall be **NMACD**.

Section 2

PURPOSE The purpose of **NMACD** shall be to foster the conservation and wise use of land, water, plant, wildlife and related resources. The Association shall serve the common needs of Soil and Water Conservation Districts in New Mexico.

Section 3

ACTIVITIES To carry out the authorized purpose of the Association, it will conduct exclusively educational, scientific, charitable and religious work concerning the conservation, maintenance, improvement, development and use of land, soil, water, trees, grass, forage, vegetation, fish, wildlife, open-space, and other renewable natural resources.

Section 4

VOTING MEMBERS Each conservation district in the State of New Mexico shall be deemed a voting member of this Association if they pay the full minimum dues quota. Each district shall be entitled to one voting delegate at any business meeting of the **NMACD**.

Section 5

MEMBERSHIP DUES Each district will pay the Association as annual dues an amount to be determined annually by the Board of Directors. The Board of Directors shall be guided in determining the amount of annual dues by recommendation of and resolutions approved by voting members at the annual conference.

Section 6

NON-VOTING MEMBERS Non-voting members shall be those persons, firms, associations or corporations who shall apply for such membership and shall make required financial contribution to the Association. The Board of Directors shall determine various classes of non-voting members and required financial contribution for each. The non-voting members shall be eligible to attend the meetings of the Association and to receive its publications.

Section 7

REGIONS AND REGION CHAIRS & VICE CHAIRS The Board of Directors may, after consultation with the affected district or districts, create or modify the boundaries of the regions.

A. Selection Procedures

Region chairs and region vice chairs shall be elected by each region at the annual region meeting and shall serve for a two-year term. Each person so elected must be a member of a district board in good standing with full minimum dues paid up to date. Each person so elected shall be eligible to serve only two consecutive two-year terms for a total of four years. Chairs and vice chairs of odd-numbered regions shall be elected in the odd-numbered years. Chairs and vice chairs of even-numbered regions shall be elected in even-numbered years. Region chairs

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and vice chairs shall take office immediately following the annual region meeting. Each district in the region is entitled to cast one vote on each motion.

Any person who is a current district supervisor, and served for at least one year as district supervisor, shall be eligible for election as region chair or region vice chair.

A region chair or region chair elect is considered to have resigned the position if elected or appointed to the office of President, Vice President or Secretary-Treasurer of the Association. Vacancies of region chair positions shall be filled for the unexpired term by the vice chair. In the event that either the region chair or region vice chair is unable to serve, the Board of Directors of **NMACD** shall inform all districts from that region concerning the vacancy or vacancies. The districts will forward up to 1 supervisor's name from each district, along with the candidates qualifications, to the other districts within 45 days of the notice from NMACD. Each district will then cast a vote for each open position within 45 days. The successful candidate (s) name (s) and qualifications will be sent to the Board of Directors of NMACD within 10 days of the vote. If a vacancy or vacancies occurs within 90 days of the month that the region normally holds the annual region meeting, the position shall remain vacant. However, the districts will appoint one person for each district to form a nominating committee for the purposes of preparing a slate of candidates as outlined below. Members of the New Mexico Soil and Water Conservation Commission are ineligible to serve as region chair or vice chair.

B. Nominating Committee

The region chair shall appoint a nominating committee, including a designated chair. The names, addresses, and telephone numbers of the nominating committee members, along with a request for candidates, will be distributed to each district in the region at least 90 days prior to the region annual meeting. Those district supervisors interested in being considered for the region chair or vice chair position will submit their names to a committee member along with their qualifications for the position. The committee shall meet prior to the region annual meeting to prepare a slate of candidates for the office of region chair and vice chair. This slate of candidates shall be distributed to the districts in the region at least 30 days prior to the annual region meeting. The arrangements for nominating committee meeting, including time, place, and conduct of the meeting will be the responsibility of the committee itself.

C. Balloting procedures

Election of region chair and vice chair positions will take place at the region annual meeting. Nominations from the floor will be accepted and added to those candidates on the slate prepared by the nominating committee. All candidates will be required to address the districts in the region as to their qualification for the position. Secret paper balloting will be used in voting to fill the positions. Each district in the region is entitled to cast one vote for each position. One ballot will be assigned to each districts designated voting member. If a nominee is running

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unopposed for either position, convention election may be followed for that position.

D. Duties

Region chairs shall preside at workshops held within their respective region and shall designate a presiding officer for any meeting at which neither the region chairs nor the region vice-chairs will be present. The region chair shall designate a recording secretary for each meeting held within their respective region. A copy of the minutes of the meetings of the proceedings of the workshops, including a list of those present, shall be sent by the recording secretary to the chair of each district in that region, the President, Vice President, and Secretary-Treasurer of the Association and to the Chair of the New Mexico Soil and Water Commission and the New Mexico Department of Agriculture Ag Programs and Research Director. Each region chair or vice chair shall:

- Keep informed of the activities of Districts within the region and shall assist in finding solutions to problems that may arise.
- Encourage Districts within the region to pay dues to the **NMACD** and to the National Association of Conservation Districts (NACD).
- Be encouraged to attend a board meeting of each district within their region at least once during the year.
- Attend all meetings of the Board of Directors of the **NMACD** or shall have a representative in attendance.
- Use the following procedure to select nominees for the Commission in years when a new Governor is elected:
 - 1) Contact districts within region, request nominees for commission
 - 2) Send the names of all nominees to all districts within the region requesting that each district vote for three persons
 - 3) Announce names of persons with the support of a majority of districts in the region
 - 4) Conduct additional rounds of voting until three persons selected
 - 5) Provide names of three nominees to President of the Association

**Section 8
OFFICERS**

Officers shall be President, Vice President and Secretary-Treasurer. Only current district supervisors shall be eligible to serve as Officers. Each person so elected must be a member of a district board in good standing with full minimum dues paid up to date.

A. Selection Procedures

The Board of Directors shall select a nominating committee. Name, address and telephone of nominating committee members shall be sent to each district upon their selection and at least 30 days prior to the annual conference. The nominating committee shall consist of district supervisors, one from each region. Nominating committee members must have attended at least one of the past five **NMACD** annual conferences. The committee shall meet prior to each annual conference of the Association for the purpose of nominating candidates for the offices of President, Vice President and Secretary-Treasurer. Arrangement for this committee

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meeting, including the time, place and conduct of the meeting will be the responsibility of the member representing the region in which the annual conference is held. The nominating committee shall announce nominees at the annual conference no later than one day prior to the business meeting. Each candidate will be required to address the members with qualifications for position. Members of the New Mexico Soil and Water Conservation Commission are ineligible to serve as an officer. Election of officers shall take place at the business

meeting at the annual conference. Nominations from the floor will be accepted in addition to the nominee(s) of the nominating committee. The President shall be elected first, followed by the Vice President, and the Secretary-Treasurer.

The President, Vice President and Secretary-Treasurer shall be elected biennially, for a two-year term and shall not hold the same office more than two consecutive terms. Officers elected to a full term shall take office at the close of Annual Conference of Association and shall serve until a successor takes the oath of office.

B. Duties and Powers

The **President** shall preside at meetings of the Board of Directors, and at the annual conference and other meetings of the members of the Association, and shall designate a presiding officer for any meetings at which neither the President nor the Vice President will be present. The President shall be responsible for seeing that the policies of the Association are carried out in accordance with applicable procedures and requirements. The President is authorized to perform the functions customarily performed by the President of an association or corporation. The President is authorized to delegate the performance of any of the President's functions or responsibilities, to supervise the performance of such delegated duties, and to revoke any such delegation at any time. The President shall perform such further duties as shall be assigned to the President by the Board of Directors or by resolutions approved at a meeting of the members of the Association. The President shall inform committees of their duties and assist committees in the performance of their responsibilities. The President shall contact each newly elected Governor of the State of New Mexico to provide the Governor with a list of eligible nominee for membership of the NM Soil & Water Conservation Commission.

The **Vice President** shall have leadership responsibility for long-range and annual planning of activities of the Association. The Vice President shall present an annual plan and a budget for consideration of the Board of Directors. The long-range plan shall be updated as needed. In the event the President is unable or unwilling to function, the Vice President shall perform all the duties and exercise the powers of the President, and shall have such other powers and perform such other duties, as the Board of Directors shall prescribe. The Vice President shall be responsible for recommending committee structure, guidelines and duties to Board of Directors no later than January each year. In the event the Vice President is unable or unwilling to function, the board shall appoint a Vice President to fill the unexpired term.

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The **Secretary-Treasurer** shall deposit all Association funds that come into the Secretary-Treasurer's possession in a bank selected by the Board of Directors and provide the Association at each Annual Conference statements showing the receipts and disbursements of the Association for the preceding year and its assets and liabilities. The Secretary-Treasurer shall furnish to the Association a bond conditioned upon the faithful performance of the Secretary-Treasurer duties in such form and amount as the Board shall prescribe, and the premium for the bond shall be paid out of the funds of the Association. A statement of accounts shall be mailed to all Districts annually, as to the amount of dues to be paid that year. In the event both the President and Vice President are unable or unwilling to function, the Secretary-Treasurer shall perform all the duties and exercise the powers of the President, and shall have such other powers and perform such other duties, as the Board of Directors shall prescribe.

The Secretary-Treasurer shall be responsible for a complete record of all meetings of the Association and of the Board of Directors, and shall have general charge and supervision of the records of the Association. The Secretary-Treasurer shall attest all documents and execute such other papers pertinent to Association business, as the Secretary-Treasurer may be authorized or directed to do by the Board of Directors. The Secretary-Treasurer shall serve all notices required by these By-Laws and shall make a full report of all matters and business that pertain to that office to members at the annual conference. In the event that the Secretary-Treasurer shall be unable, refuse, or neglect to serve such notices or prepare such papers, the President shall direct any Board of Director member to serve such notices or prepare such papers.

Section 9

**BOARD OF
DIRECTORS**

A Board of Directors, consisting of the President, Vice President, Secretary-Treasurer and region chairs shall manage the affairs of the Association. All Directors so elected or appointed at the annual conference to a full term shall take their office at the end of the Association Annual Conference.

The Board of Directors shall have the following powers and duties:

A. Determine the policies and procedures of the Association; formulate and keep current, a written plan of action for the Association, all of which shall be consistent with purposes stated in the Association Constitution.

B. Make provisions for the annual conference of members of the Association and such meetings of the Board of Directors as it may deem advisable, and shall facilitate region meetings, or other special meetings of Association members.

C. Keep members of the Association currently informed of the Association's affairs and activities, and of the programs.

D. Approve the annual budget of the Association, fix the rate of compensation of the employees, authorize the payment of necessary expenses, determine matters relating to any publications of the Association, and arrange for an annual audit of the Association's financial affairs by a qualified disinterested person or firm.

E. Remove any member of the Board from office for malfeasance or neglect of duty, upon a vote of more than two thirds of the Directors voting. Neglect of duty

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includes, but not limited to, three consecutive absences from regular Board of Directors meetings or four absences in any twelve-month period.

F. Delegate functions and duties to the President or other officers of Association, subject to such conditions, as it deems proper.

G. Make nominations or appointments, which the Association is entitled or empowered to make, for Area or National offices of the National Association of Conservation Districts.

H. Review and approve the committee structure each year no later than March including the guidelines and duties for each committee.

I. Approve the selection of a Parliamentarian, if desired, which has been recommended by the President.

J. Make provisions for the publication of a newsletter, magazine, or other publication. Appoint an editor, and to provide for the employment of other necessary personnel, within the budget approved by the Board of Directors.

**Section 10
MEETINGS**

A. Meetings of the Board of Directors and of the Association shall be conducted in accordance with Robert's Rules of Order, unless inconsistent with any policy or special rule adopted by the Association or Board of Directors, or set forth herein. Unless otherwise specified, all questions will be determined by a majority of those present and voting.

B. The annual conference of NMACD shall be held in a New Mexico central location following the statewide general elections of District Supervisors. Consideration shall be taken to avoid schedule conflicts with major partners & their annual conferences. Exact dates and venues will be organized through the state office with approval of the NMACD Board of Directors. In order to address local issues of concern and educational needs, the annual conference content planning shall be the responsibility of the regions. Regions will rotate this privilege on a numerical basis. After consultation with a region's districts, the regional chair may elect to pass on the privilege. The NMACD President with approval of the Board of Directors shall select a program chair for the annual conference.

C. The Board of Directors shall meet during the annual conference of the members, if necessary, and shall hold such additional meetings as may be called from time to time by the President, at such time and place as the President may designate with not less than 20 days notice to the Directors. In case of emergency, meetings may be called on shorter notice if this is later approved by a majority of the members of the Board. The President upon written request of a majority of Directors shall call special meetings of the Board at a time and place designated by them.

D. A quorum for conducting business at a properly called meeting of NMACD is:

- 1) Board of Directors - a majority of the directors shall constitute a quorum.
- 2) Region meeting- a majority of each region's districts in good standing with NMACD
- 3) State wide meeting – a majority of districts in good standing with NMACD

E. The use of proxies at any region or statewide meeting of the NMACD is expressly prohibited.

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F. The Districts in each of designated Regions shall hold an annual meeting, with the assistance of the region chair, at a time and place designated by him after consultation with Districts of the region, for the discussion of common problems and for the purpose of making recommendations to the Association. Each district shall be entitled to have one voting delegate to any meeting of the Districts of its region. Each region meeting may adopt resolutions for consideration by the Association at its annual conference.

**Section 11
RESOLUTIONS**

Resolutions are encouraged as a method of dealing with problems, identifying issues, determining initiatives to be pursued by the Association and developing policy positions of the Association. Resolutions may be submitted for approval by the voting delegates at the annual conference of the Association only after:

- 1) The suggested resolution has been submitted to all NMACD member districts for consideration at least 60 days prior to the annual conference.
- 2) The proposed resolution is passed at a region meeting by the delegates of that region and is submitted to the remaining districts for consideration at least 60 days prior to the annual conference.

Emergency Clause

- 3) Being originated by a standing committee that has met at least 24 hours prior to the general business session at the annual conference;

- 4) Being proposed by the NMACD Board of Directors or from the floor with the approval of ninety (90) percent of the delegates present & voting to consider the resolution, according to the By-Laws

**Section 12
NMCDE**

NMACD encourages the organization and operation of an employees' association since both organizations have mutual goals to support and promote natural resource conservation. The employees' association (NMCDE) is invited to advise and participate with **NMACD** in its annual conference, region meetings, board meetings, and other functions as the association may sponsor.

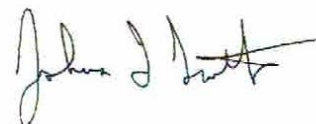
**Section 13
AMENDMENT
OR REPEAL OF
BY-LAWS**

These By-Laws may be amended or repealed at any regular or properly called special meeting of members or of the Association by a 2/3 (two-thirds) majority vote of those present and voting. Any proposed revision of these By-Laws shall be mailed to each member district not less than 30 days prior to the announced date of the business meeting to vote on the proposed revision.

Adopted this 31st day of October 2019 in regular session at Raton, New Mexico.



NMACD President



NMACD Secretary-Treasurer