

BY-LAWS OF THE WISCONSIN LAND AND WATER CONSERVATION ASSOCIATION INC.

ADOPTED 12-10-2010

Section 1. Name. The name of the Association is WISCONSIN LAND AND WATER CONSERVATION ASSOCIATION INC. The official abbreviation is (WLWCA).

Section 2. Mission. To serve county Land and Water Conservation Committees and Departments to conserve and enhance Wisconsin's natural resources.

Section 3. Voting Members. Every Land Conservation Committee (LCC) in the state of Wisconsin shall be deemed to be a voting member of this association unless the LCC declines in writing to be a member or their membership dues are lapsed. (See section 5.) Each LCC shall be entitled to one vote on every question put to a vote at any meeting. The vote of the LCC shall be cast by its chairperson, other committee member or a non-member approved by the LCC. A proxy form shall be submitted when its chairperson is unable to vote. The voting paddle will not be issued unless it is the chair of the county LCC or a written proxy form is submitted by the start of the business meeting.

Section 4. Non-Voting Members.

A. Advisory Members. The USDA Natural Resource Conservation Service, University of Wisconsin Extension; Wisconsin Department of Natural Resources, USDA Farm Service Agency; Wisconsin Department of Agriculture, Trade and Consumer Protection; the University of Wisconsin College of Agriculture and Life Sciences; and the Wisconsin Association of Land Conservation Employees are invited to provide advisory members to the association. As many as four salaried Land Conservation Department employees shall be picked by the WLWCA Board of Directors to serve as advisors.

B. Other Members. Other members are those persons, firms, associations or corporations who apply for such membership and make the required annual financial contribution to the association as established by the Board of Directors. The non-voting members shall be eligible to attend the meetings of the association, to participate in discussion and to receive its publications.

Section 5. Membership Assessment. Each LCC will pay to the association an annual assessment in an amount to be determined annually by the Board of Directors to take effect the following fiscal year. The Board of Directors shall, in determining the amount of the annual assessment, consider the recommendations of the Executive Committee, and the resolutions approved by the voting members at the annual convention. A Member which has not paid the membership dues in full by May 31 of the current year shall be considered a lapsed Member. Lapsed Members shall lose all general membership rights including voting privileges, resolution submission, news releases and communications with the Association. The County that hosts the Conservation Farmer of the Year and Conservation Observance Day will have their dues waived for the year Conservation Observance Day is hosted and will not be considered a lapsed Member.

Section 6. Board of Directors: Term of Office.

The business of the association shall be managed by a Board of Directors consisting of a president, vice-president, secretary-treasurer and a director elected by each WLWCA Area at the annual area meeting of LCCs. Each director shall be from a dues paying county as stated in Section 5. An alternate director shall likewise be elected from each area. Each LCC is entitled to cast one vote for each position so elected.

Each director shall serve for a term of two years and until his/her successor has been elected. If a vacancy occurs, the alternate director shall serve as director. Following the organizational meeting of the county boards on the third Tuesday of April, in even numbered years, the names, addresses and officer designations of each LCC shall be forwarded to the current area president before the 20th of May. Before the 20th of June, the area president shall call a meeting of the LCCs in the area and elect the officers of the area association, including the area director and alternate whose name shall be forwarded to the WLWCA president.

The state of Wisconsin shall be divided into eight areas by the Board of Directors. The board may change the number of areas upon approval by the LCCs at the WLWCA annual meeting and the board may modify the boundaries of the areas with approval of the LCCs and area associations affected by the boundary change.

Section 7. Powers and Duties of the Board. The Board of Directors shall have the following powers and duties:

- A. To annually determine the policies and procedures of the association, and formulate and keep current a written plan of action for the association, all of which shall be consistent with the mission.
- B. To arrange the annual meeting of the members of the association and such meeting of the Board of Directors as it may deem advisable, and facilitate area meetings, or other special meetings, of association members.
- C. To keep the members of the association informed of the association's affairs and activities, programs, accomplishments, and issues of the LCCs.
- D. To approve the annual budget of the association, fix the rate of compensation of employees, authorize the payment of necessary expenses and per diem, including personal car mileage at a rate to be determined annually, determine matters relating to any publications of the association, and arrange for an annual audit of the association's financial records and accounts by a qualified disinterested person or firm.
- E. To maintain constructive working relations with all advisory agencies listed in section 4A.
- F. To collaborate closely with National Association of Conservation Districts (NACD) on activities of mutual interest.

G. To delegate functions and duties to the president, other officers or directors, and employees of the association.

H. To nominate and appoint as many as four salaried Land Conservation Department employees to serve as advisors to the Board.

Section 8. The Officers: Manner of Election and Term of Office. The officers of the association shall be a president, a vice-president and a secretary-treasurer, who shall be elected by ballot from the Board of Directors by the Board of Directors. Officers may not serve in any one elected position for more than 2 consecutive terms. Officers shall represent the entire state and shall remain in office until replaced. The Board of Directors may elect officers to fill vacancies in the event area association alternates are not available.

Section 9. Powers and Duties of Officers.

A. The president shall preside at meetings of the Board of Directors, the Executive Committee, and at the annual meeting and other meetings of the members of the association, and shall designate a presiding officer for any meeting 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 the 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 to one or more officers or directors the performance of any of his/her functions or responsibilities, to supervise the performance of such delegated duties, and to revoke any such delegation at any time. He/She shall perform such further duties as shall be assigned to the president by the Board of Directors or by resolution approved at a meeting of the members of the association.

B. The vice-president and secretary-treasurer shall each perform the duties customary to their respective offices, and such other functions as the president or the Board of Directors may assign to any of them. In case of the death, resignation, or disability of the president, the Board of Directors may declare the office vacant and elect a successor. The officers of the association shall assist all committees in the performance of their responsibilities.

C. The secretary-treasurer shall deposit all funds received by the association in accounts approved by the Board of Directors, and shall make all disbursements by check from those accounts for the necessary expenses of the association in accordance with the approved budget or upon authorization by the Board or the president. Checks shall be signed by the secretary-treasurer or other person authorized by the Board. At each annual meeting the secretary-treasurer shall submit statements to the Board showing the receipts and disbursements of the association for the preceding year and its assets and liabilities. He/She shall furnish to the association a bond conditioned upon the faithful performance of his/her duties, in such form and amount as the Board shall prescribe. The premium for the bond shall be paid out of the funds of

the association.

Section 10. Staff. The president, with the approval of the officers and the Board of Directors, may employ staff, who shall be accountable to the president. The president shall annually give staff evaluation summaries to the Board. The president, with approval of the Board of Directors, may release staff following appropriate dismissal procedures.

Section 11. Meetings.

- A. An annual meeting of the LCCs of Wisconsin shall be held to conduct elections and other business of the association, to hear reports of the Board of Directors and committees, and to discuss and review the common concerns and problems and the accomplishments of the members. The time and place of this meeting shall be chosen by the Board of Directors after suitable consultation with the members.
- B. The Board of Directors shall meet during the annual meeting of the members, and shall hold such additional meetings as may be called by the president, at such time and place as the president may designate with not less than ten (10) calendar days notice to the Board members. In case of emergency, meetings may be called by the president on shorter notice. Special meetings of the board shall be called by the president upon the written request of a majority of the Board at a time and place designated by them.
- C. The LCCs within each of the designated areas shall hold an annual meeting, with the assistance of the area director, and at a time and place designated by the area president after consultation with LCCs of the area, for the discussion of common problems and for the purpose of making recommendations to the association. Each LCC shall send at least one voting delegate to the meeting of the LCCs of its area. Each area may adopt resolutions for recommendations to the association. No resolution may be considered at an annual meeting of the association unless it has been approved at an area meeting; or accepted and forwarded by the Board of Directors; or has been accepted for consideration by a two-thirds majority of the members present and voting.
- D. The president of the association shall represent the association as the council member from Wisconsin at the annual convention of the National Association of Conservation Districts and the vice-president shall serve as alternate. If neither can attend, the Board of Directors shall name the council member and alternate.
- E. A majority of the members of the Board of Directors shall constitute a quorum at any meeting of the Board. Delegates representing a simple majority of member LCCs shall constitute a quorum at any annual or special meeting of the association.
- F. To comply with Section 15.135(4) Wis. Stats., election of the three Land and Water Conservation Board members shall be conducted at the association's annual conference in even-numbered years for a two-year term or until replaced.

Section 12. Committees. The Board of Directors may create committees as needed and define their functions. The members of any committee need not be members of the Board of Directors.

Section 13. Rules of Order. Meetings of the Board of Directors and of the association shall be conducted in accordance with Robert's Rules of Order unless those rules are inconsistent with any policy or rule adopted by the association or the Board of Directors.

Section 14. Changes to the Bylaws. Changes shall be voted on during an annual meeting of the Association. One copy of any proposed changes to these by-laws shall be sent to each member county a minimum of 60 days prior to the call to order of the annual meeting of the Association. During the annual meeting, each member county present shall be eligible to cast one vote on this issue. A 2/3-majority vote of those present and eligible to vote is required to approve any proposed changes.

Amendments developed April-October 2004.

Adopted by members on December 3, 2004.

Amendments developed April 26 and June 30, 2005.

Adopted by members on December 9, 2005.

Amendments developed April-July 2006

Adopted by members on December 8, 2006

Amendments developed November, 2007

Adopted by members on December 7, 2007

Amendments developed September-October, 2010

Adopted by members on December 10, 2010
