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MINNESOTA ASSOCIATION OF CONSERVATION PROFESSIONALS **BYLAWS**

Adopted at the March 7, 2008 annual meeting.

Section 11 updated at the March 6, 2009 annual meeting.

Section 1 updated at the February 26, 2010 annual meeting.

Sections 1, 4, 9, 10, 13, & 19, updated; Section 21 added at February 25, 2011 annual meeting.

Sections 4, 5, 12 & 17 updated; Section 22 added at March 2, 2012 annual meeting.

Section 1. Membership of this Association is open to current or former natural resource conservation professionals. These individuals, upon payment of dues for the year, or portion of a year ending the following February 1, may become a member of the Association.

Section 2. Dues shall be payable by the annual meeting of each year.

Section 3. The Board of Directors is comprised of Officers and Directors described in Sections 5 - 6.

Section 4. All meetings of the Association shall be called by the Board of Directors, and notice thereof shall be sent to all members by mail or email, by announcement on the Association's website, or by announcement at the preceding regular meetings. The first general membership meeting shall be the first Annual Meeting and thereafter the Annual Meeting shall be held by March 30 of each year, except as noted below with respect to Special Meetings.

Meetings of the Board of Directors may be called at any time by the president or any four directors. If a meeting of the Board of Directors is needed but not feasible due to extenuating circumstances, the Board may communicate and take action remotely and via electronic means, consistent with these Bylaws and M.S. Chapter 317A. Regardless of meeting circumstances, eight members shall constitute a quorum of the Board.

A Special Meeting of the general membership can be called by vote of at least 8 of the 14 Board members. Any business of the Association can be conducted at such a meeting, including election of officers and Board members, and changes in these Bylaws.

Section 5. The officers of the Association shall be a president, a past-president, a president-elect, a secretary, a treasurer, and a webmaster, and election to such offices shall constitute election to the Board of Directors.

Section 6. Regarding the make-up of the Board of Directors, it is the intent of the Association to have Board members that are representative of a range of institutions.

The Board, besides officers described in Section 5, shall consist of eight directors. These directors will be elected to staggered two-year terms according to Sections 13-16. Current

directors when these bylaws are adopted shall be considered senior directors until the next annual meeting after adoption, and new directors elected at the time of adoption shall be junior directors; thereafter, four such directors shall be elected at each successive Annual Meetings for two-year terms.

Section 7. The president shall preside over all meetings of the Board of Directors and general membership meetings. He/she shall appoint the following standing committees: Nominating, Audit, and such other committees as he/she may deem necessary. The president shall be an ex-officio member of all such committees and may call meetings thereof as he/she deems necessary. Senior directors shall comprise the awards committee and the junior directors shall comprise the nominating committee.

Section 8. The president-elect shall assume the duties of the president in case of absence or disability of the president.

Section 9. The secretary shall keep a permanent record of the proceedings of all meetings of the Association (including remote meetings and actions taken by the Board via electronic means) and shall furnish copies thereof to all members via electronic means or at the Annual Meeting. He/she shall notify the members by mail or electronic means of all general meetings and association functions.

Section 10. The past-president shall serve as newsletter editor, except that the Board may appoint another individual by majority vote as necessary. Newsletters will be provided to all members via mail or electronic means.

Section 11. The treasurer shall receive and with the consent of the president, disburse the funds of the Association and keep an accurate account thereof. The Association's fiscal year for tax, budget, and accounting purposes will commence January 1 and end December 31 each year. The secretary and treasurer shall prepare and submit a joint annual and financial report to the membership. The Audit Committee shall, at the same meeting, submit their report. The treasurer shall maintain a current roster of all memberships.

Section 12. The president-elect shall be elected at each Annual Meeting or Special Meeting and shall assume the office of president at the Annual Meeting or Special Meeting following such election. The outgoing president shall assume the office of past-president. The other officers (secretary, treasurer, and webmaster) shall be elected to two-year terms according to Sections 13-16.

Section 13. Written notice of elections shall be announced via electronic means or mailed to all members and, if mailed, must be post-marked not less than two weeks prior to the date of the Annual Meeting or Special Meeting. In the case of vacancies, and as much as possible, the Nominating Committee shall select nominees for each vacant office on the Board of Directors and shall present their names to the membership at the Annual Meeting or Special Meeting. Each candidate selected by the Committee shall be so notified by the Committee at least two weeks prior to the Annual Meeting or Special Meeting, unless the nominee agrees otherwise.

Section 14. During the Annual Meeting or Special Meeting, nominations for office can also be made from the floor, for each office in the following order: president-elect, secretary, treasurer, and directors. The elections shall be conducted by the Nominating Committee,

including appointing ballot tellers who shall be members who are not candidates for office. A single final ballot shall be taken for all offices. No person shall be a candidate for more than one office on the final ballot. Elections shall be by secret ballot. Only members in good standing may vote. Election to each office shall be by majority vote of the members present and voting for such office. In case of a tie vote, the ballot shall be repeated.

Section 15. Results of the election shall be announced, and the new officers and directors shall take office, at the Annual Meeting, or at the Special Meeting, after the vote. The president, past-president, and president-elect shall serve for one year or until their successors are elected or succeed to office. Other officers and directors elected shall serve for two years or until their successors are elected and qualify.

Section 16. Any vacancies on the Board of Directors (due to lack of candidates during elections, or due to board members who have resigned or become inactive as determined by a majority of active board members), except the president, shall be filled by appointment by the remaining directors for the remainder of the term.

Section 17. The Board of Directors shall have full authority to act by majority vote for the membership when a quorum is present as described in Section 4. The Board may not act without the affirmative vote of at least five directors.

Section 18. In all cases not covered by statutes, the articles of incorporation, or these by-laws, Robert's Rules of Order Revised shall govern.

Section 19. These Bylaws may be amended by a majority vote of the members present and voting at any regularly scheduled Annual Meeting or at a Special Meeting. Written notice, including the proposed changes, shall be announced via electronic means or mailed to all members and if mailed, post-marked not less than two weeks prior to the date of that meeting.

Section 20. In the event of dissolution and liquidation of this Association, no funds or property held or owned by the Association shall be distributed to the membership of the Association, but the same shall be disposed of as provided by M.S. Sections 317A.701-791.

Section 21. Consistent with M.S. 317A.015, if a provision requires a record or signature to be in writing, an electronic record or signature may be used to satisfy the requirement.

Section 22. The webmaster shall coordinate internet service with a provider, provide primary support for maintenance of the Association's website, provide primary support for managing the Association's e-mail and pass inquiries to the President, coordinate with clients and the Board of Directors on website content, provide primary support for online updates as directed by the Board of Directors, and make appropriate changes to the website based on tracking of site visits and other web log files.