

# ASSOCIATION OF FLORIDA CONSERVATION DISTRICTS

## BYLAWS

### **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 resource endeavors.

AFCD Goals are:

1. Facilitate information exchange and cooperative efforts between AFCD and District Supervisors.
2. Serve as a unified voice and liaison to represent Districts to State and Federal Agencies and to outside organizations.
3. Assist Districts with capacity building.
4. Provide Districts operations support.

### **ARTICLE III - Membership and Dues**

Section 1. Each Soil and Water Conservation District created under provisions of Chapter 582, Florida Statutes, is eligible for membership. Each District in good standing has one vote in the actions of AFCD.

Section 2. Annual membership dues per District are established for the ensuing year at the annual meeting of the Board of Directors by a majority vote. Notification of dues assessment will be sent to each District by the Secretary/Treasurer on or before October 1 of each year. Each District that has paid their annual membership dues are eligible to cast one (1) vote. By a majority vote of the Board of Directors, AFCD may make special funding requests as needed: members not responding are under no penalty. (The AFCD fiscal year is October 1 through September 30.)

### **ARTICLE IV – Executive Board**

Section 1. The Executive Board shall consist of the President, First and Second Vice Presidents, Secretary/Treasurer, and the Immediate Past President (Article VI). The Executive Board shall manage the business and affairs of AFCD, and shall exercise all of the powers of AFCD, except such as are by law or by Articles of Incorporation of AFCD or by these By-Laws conferred upon or reserved to the Board of Directors or assembled voting delegates.

Section 2. 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 ten (10) days of such action and shall be deemed ratified by the Board of Directors unless the Board of Directors shall, at its next meeting, expressly modify or set aside such action.

Section 3. 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 ten (10) days written notice.

Section 4. In the event of a federal or state emergency declared by the Governor, or extenuating circumstances, the Executive Board shall have the authority to suspend portions of these Bylaws relating to time and place of meetings, deadlines to hold Area meetings or other events and the business or events required to be taken up at those meetings, the quorum and other factors necessary for the continued operation of AFCD. The suspension shall be effective through the period of emergency or extenuating circumstance and shall expire upon the return to normal conditions. A majority vote of the Executive Board is required to suspend any portion of the Bylaws. An extenuating circumstance shall be defined as anything which would create a hazard or hardship for the Association and its members and officers, or would potentially hinder the continued operation of the Association. In the event of a declared federal or state emergency, or for considerations of time and distance, meetings of the Board of Directors may be conducted via electronic means in which all participants can simultaneously hear and have the opportunity for recognition analogous to a regular in-person meeting. Any requirements for ballot votes may be waived, votes may be conducted via mail vote or other electronic means as determined by the meeting. Other provisions for electronic meetings may be allowed elsewhere in these bylaws. Any conflicting language shall defer to this bylaw.

Section 5. Three (3) members of the Executive Board shall constitute a quorum at any meeting.

#### **ARTICLE V - Board of Directors**

Section 1. The Board of Directors of AFCD shall consist of the 4 Area Vice Presidents, the 4 Area Deputy Vice Presidents, who 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 AFCD responsible to the assembled voting delegates of AFCD. The Board of Directors shall meet a minimum of two times per year and may hold additional meetings as are deemed necessary by the Board of Directors.

Section 2. Five (5) Directors eligible to vote shall constitute a quorum at any meeting.

Section 3. the Board of Directors will annually designate all delegates and alternates to National Association of Conservation Districts (NACD) functions.

#### **ARTICLE VI - Officers**

Section 1. Officers of AFCD are President, First Vice President, Second Vice President, Secretary/Treasurer, Immediate Past President, and the 4 Area Vice Presidents. The President, First Vice President, Second Vice President, 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 (1) year or until a successor is duly elected or appointed. No officer, other than the Secretary/Treasurer, may serve more than two (2) complete consecutive terms in one office. Any officer failing to attend three (3) consecutive Board, Annual, or Special Meetings without advance Executive Board approval may be removed from office by the Board of Directors. The Board of Directors may appoint a qualified member to fill any vacancy to complete an unexpired term. Additionally, an officer, Area Vice-President or Deputy Vice-President may be removed from office by majority vote of the Board of Directors for misfeasance, malfeasance, conviction of a felony, actions deemed to be disruptive, libelous or in any manner detrimental to AFCD, its officers and directors and

the membership at large. The Florida statutory definitions for removal of an elected official shall provide additional guidelines for removal.

Section 2. The state is divided into 4 Areas. Each Area elects an Vice President and a Deputy Vice President. Area Vice Presidents and Deputy Vice Presidents serve a two (2) year term. An Area Vice President shall serve no more than three (3) consecutive terms. Areas 1 and 3 hold elections during odd numbered years. Areas 2 and 4 hold elections during even numbered years. These elections are held during the appropriate Annual Meetings in each Area with each Supervisor, whose District is in good standing, allowed one (1) vote. An Area Vice President may appoint a Deputy Vice President to temporarily serve in his/her absence.

Section 3. If the position of Area Vice President becomes vacant, due to resignation or otherwise, the AFCD Board of Directors may appoint a successor to complete the unexpired term of the Area Vice President until the next election for that area. An Area Vice President nominates a successor to complete the unexpired term of a Deputy Vice President (or until a special election is held). The nomination is submitted to the Board of Directors for confirmation. An Officer may hold only one (1) 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 Board of 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 Board of Directors shall maintain copies of such rules, orders, contracts, forms, and such other documents as they shall adopt or employ.

#### **ARTICLE VIII - Area Organization**

Section 1. The state is divided into 4 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 By-Law change (Article XIV).

##### Area I

The Counties of Escambia, Santa Rosa, Okaloosa, Walton, Holmes, Washington, Bay, Jackson, Calhoun, Gulf, Gadsden, Liberty, Franklin, Leon, Wakulla and Jefferson.

##### Area II

The Counties of Madison, Taylor, Hamilton, Suwannee, Lafayette, Dixie, Columbia, Gilchrist, Levy, Baker, Union, Bradford, Alachua, Marion, Citrus, Nassau, Duval, Clay, St. Johns, Putnam, Flagler and Volusia.

##### Area III

The Counties of Hernando, Sumter, Lake, Seminole, Orange, Pasco, Polk, Osceola, Brevard, Pinellas, Hillsborough, Manatee, Hardee, Sarasota, DeSoto and Charlotte.

##### Area IV

The Counties of Indian River, Highlands, Okeechobee, St. Lucie, Martin, Glades, Lee, Hendry, Palm Beach, Collier, Broward, Miami-Dade and Monroe.

Section 2. Names of Soil and Water Conservation Districts and the boundaries of the Districts and Areas are subject to change due to dissolution, creation and realignment.

Notice of any changes to the Area or District structure shall be made to the members at Area meetings and the Annual Meeting.

## **ARTICLE IX - Duties of Officers**

### President

- AFCD Chief Executive
- Presides at Annual, Special, and Board Meetings
- Appoints standing and special committees
- Directs AFCD activities
- Administers AFCD agents/employees

### First Vice President

- Chair of Annual Meeting Planning Committee
- Presides when President is absent
- Receives duplicate copies of all Treasurer's records.

### Second Vice-President

- Coordinator of standing committees
- Assumes the duties of the First Vice-President when the First Vice President is absent.
- Assumes the duties of 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
- Make 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 available to each District
- Accounts to AFCD for all AFCD Area expenditures

### Immediate Past President

- Chairs Resolutions, By-Laws, and Nominations Committees
- Presides during election of Officers at the Annual Meeting and Area Vice Presidents (6)
- Arranges for and presides at Area Meetings
- Reports on Area activities at AFCD Board Meetings
- Communicates with Area Districts on AFCD matters
- Serves on standing and special committees as an ex-officio member

## **ARTICLE X – Association Meetings**

Section 1. The time and general location of AFCD Annual Meetings is determined by the Board of Directors Each District is given ninety (90) 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, and tours as requested by the AFCD Annual Meeting Planning Committee

Section 2. Prior to any AFCD meeting, each District Board having paid full dues will designate one (1) voting delegate and one (1) alternate delegate. These names will be given to the Secretary/Treasurer prior to the Official Business Section of the Annual Meeting. Those delegates representing Districts in good standing will be seated by the Secretary/Treasurer and will cast that District's vote on matters of AFCD business.

Section 3. Meetings by Telephone or Other Electronic Means. Any meeting of the AFCD or of any committee may be held upon notice as provided in this Article, at which some or all are present by telephone conference call or any other means by which each person who participates in the meeting can hear and speak to all of the other persons who are participating in the meeting. This section shall not apply to delegates at the Annual Meeting. Each separate body may adopt special rules to facilitate or regulate electronic or telephonic meetings. This provision shall not apply to bodies subject to the open meeting law.

Section 4. Notice of meetings. Any requirement for a notice in these Bylaws shall be satisfied when sent by mail, fax or electronic mail. This provision shall not apply to bodies subject to the open meeting law.

Section 5. Delegates from a majority of Districts will constitute an Annual Business Meeting quorum..

Section 6. Any District Supervisor shall have the right to speak at the Annual Business Meeting or any official meeting of AFCD. Discussions shall be limited to three (3) minutes in length, with additional time granted at the discretion of the presiding Officer.

Section 7. A majority vote by the Board of Directors is needed for adoption and ratification of AFCD actions or positions.

Section 8. 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 date, time, place, and purpose. Only that business stated in the notice will be considered and acted on. The delegate requirements and voting provisions spelled out in this Article apply equally to Special Meetings.

## **ARTICLE XI- Area Meetings**

Each Area shall hold an Annual Meeting a minimum of sixty (60) days before the opening of the AFCD Annual Meeting. Area Vice Presidents will establish the meeting date, 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 Deputy Vice Presidents will be elected (Article V) and take office immediately following election. All supervisors representing Districts in good standing are eligible to vote. Each District eligible to vote has (1) vote.

## **ARTICLE XII- Committees**

The President may appoint chairpersons and members annually for each of the following committees. The Committees may be the:

- Partnerships Committee
- Annual Meeting Committee
- District Operations/Capacity Building Committee
- Legislative Committee
- Education and Public Affairs Committee
- Urban, Community, and Coastal Resources Committee
- Land Management Committee
- Resource Conservation and Development (RC&D) Committee

Section 1. The standing committees, if appointed, shall meet as needed to recommend AFCD 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 Area Meetings shall be presented to the voting delegates at the AFCD Annual Meeting. The Board of Directors may include recommended actions with the proposals.

Section 2. The Annual Business Meeting voting delegates shall ratify, adopt, reject, or modify the recommendations either in part or whole.

Section 3. The Board of Directors shall maintain a record of AFCD policies. All actions of the Board of Directors shall be available to all Districts.

Section 4. The President may, with the assistance of the Board of Directors, appoint the members of all committees (with exception noted below). Each committee (with exception noted below) shall be composed of at least four (4) District Supervisors and advisors (advisors may be employees of FDACS/OAWP, USDA/NRCS, UF/IFAS, or other partnering agencies) deemed necessary by the Board of Directors. Employees of a District or partnering agency may be appointed by the District supervisor upon approval from the AFCD President.

Section 5. Note: There are three (3) standing committees (Resolutions, By-laws, and Nominating) that are chaired by the Immediate Past President and shall be made up of the four (4) Area Vice Presidents.

### **ARTICLE XIII- Amendments**

Section 1. These By-laws can be amended by a two-thirds (2/3) vote of delegates in attendance at the Annual Business Meeting. The standing Resolutions, By-laws, and Nominating Committees, chaired by the Immediate Past President, will consider proposed changes each year. Proposed changes must be submitted to the committee three (3) months prior to the Annual Meeting. The committee distributes proposed changes or amendments to each District a minimum of sixty (60) days before the Annual Meeting.

Section 2. At its discretion, the Resolutions, By-laws, and Nominating Committees or voting delegates may make recommendations for change without these time constraints.

Section 3. The secretary is authorized to correct article and section designations, punctuation, spelling, and cross-references and to make such other technical and conforming changes as may be necessary to reflect the intent of the Board in connection with these bylaws.

#### **ARTICLE XIV – Rules of Order**

The rules contained in the current edition of Robert’s Rules of Order, Newly Revised shall govern the AFCD in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt. In the event of a conflict with Roberts Rules of Order and these Bylaws, the Bylaws shall assume precedence over the Rules of Order, provided that the Bylaws do not conflict with state or federal law or the Articles of Incorporation or other legally binding documents of the Association.

#### **ARTICLE XV- Dissolution**

AFCD may be disbanded by a two-thirds (2/3) vote by the delegates in attendance and voting at the Annual Business Meeting. Upon dissolution of the Association, it shall be the obligation of the Board of Directors to see that all just debts and claims are paid. Any funds remaining shall be distributed to one or more regularly organized and qualified charitable, scientific, or educational organizations, which have been ruled exempt by the Internal Revenue Service under Section 501 of the Internal Revenue Code.

Adopted 2004 Amended: 8/13/2006, 08/09/2009, 07/31/2010, 08/01/2012, 08/25/2018, 11/05/2020, 02/06/2023