

**ARTICLES OF ASSOCIATION**  
**OF THE**  
**NORTH CAROLINA ASSOCIATION OF**  
**SOIL AND WATER CONSERVATION DISTRICTS**

**Article I**

**Name**

The name of this organization shall be the North Carolina Association of Soil and Water Conservation Districts, hereinafter referred to as “the Association”.

**Article II**

**Location**

The principal physical address of the Association shall be the address of the current Association Treasurer.

The mailing address of the Association is:

North Carolina Association of Soil & Water Conservation Districts  
PO Box 27943  
Raleigh, NC 27611-7943

**Article III**

**Mission**

The mission of the Association is to support and enhance the efforts of local Soil and Water Conservation Districts in conserving the natural resources of North Carolina.

## Article IV

### **Purposes**

The Association is organized exclusively for educational, scientific, and charitable purposes; including, and for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

The purposes for which the Association is organized include, but are not limited to the following:

Promoting an interest in the activities and programs of Soil and Water Conservation Districts and to coordinate the exchange of knowledge and information between Districts;

Promoting suitable standards of conservation, restoration, management and the proper use of the State's soil, water, and other natural resources;

Addressing, and forming policies on, such issues as land use planning, non-point source water pollution, watershed protection, soil and water research efforts, and the overall environmental quality of North Carolina;

Fostering the accumulation and exchange of the knowledge of, and to disseminate information pertaining to, conservation, restoration, management, and the proper use of all of the State's natural resources;

Promoting, sponsoring, and conducting research and disseminating knowledge concerning conservation, restoration, management, and proper use of the State's soil, water, and other natural resources to the people of North Carolina;

Promoting and sponsoring educational programs of all types relating to the conservation, restoration, management, and proper use of the soil, water, and other natural resources of the State of North Carolina;

Securing the cooperation and assistance of local, state, and federal agencies and/or organizations and private citizen's organizations interested in natural resource conservation in furtherance of local Soil and Water Conservation District programs; and

Assisting and encouraging individuals in the study of natural resource conservation and management.

## **Article V**

### **Membership**

There shall be two classes of membership: voting and non-voting.

Section 1 The Voting Class shall consist of serving Supervisors of Soil and Water Conservation Districts created under the provisions of the North Carolina Soil and Water Conservation District Law.

Section 2 The Non-Voting Class shall consist of individuals, corporate or otherwise, businesses, and non-profit organizations that elect to join the Association by making annual contributions to the Association.

## **Article VI**

### **Officers**

The officers of the Association shall be: President, First Vice-President, Second Vice-President, Secretary, Treasurer, Assistant Treasurer, Chaplain, Assistant Chaplain, and National Association of Conservation Districts (NACD) Board Member and Alternate NACD Board Member.

## **Article VII**

### **Executive Committee**

The management of the Association between annual or special meetings shall be vested in an Executive Committee composed of the President, the First Vice-President, the Second Vice-President, the Immediate Past President, the Secretary, the Treasurer, the NACD Board Member, the Chairmen of the Finance and Legislative Committees of the Association, and the Chairmen of the Area subdivisions provided that the Vice-Chairman of an Area or the designee of the

Area Chairman may serve in the place of the Chairman of that Area if he/she cannot serve. The Executive Committee may create, and provide for the management of, special encumbered accounts to be held in trust by the Association Treasurer.

## **Article VIII**

### **State Soil and Water Conservation Commission Members**

North Carolina General Statute § 143B-295(2) mandates that the North Carolina Soil and Water Conservation Commission include in its membership “Three supervisor members nominated by the North Carolina Association of Soil and Water Conservation Districts from its own membership representing the three major geographical regions of the State and appointed by the Governor.” The term of each nominated and subsequently appointed Commission member is three years “... and until their successors are appointed and qualified.”

## **Article IX**

### **Association Meetings**

An Annual Meeting of the Association shall be held at a time and place designated by the President with the approval of the Executive Committee. Each member shall be given at least fifteen days advance notice of the time and place of each regular meeting. Special meetings may be called by the President and shall be called by him when requested by a majority of the members of the Executive Committee. Notice of each special meeting shall state the time, place, and purpose of the meeting and shall be mailed by the Secretary to each member of the Association at least fifteen days prior to such meeting. One-fourth of the voting membership of the Association shall constitute a quorum for the transaction of business at any meeting of the Association. However, in lieu of a roll call to determine the existence of a quorum, the President, without objection, may declare that a quorum is present. With an objection of any voting member at any time during the conduct of business of the Association, the President will initiate a roll call to determine if an actual quorum is present.

## **Article X**

### **Committees**

There shall be created eight standing committees to consider in depth subject areas of importance to the Association. The standing committees are:

1. District Operations
2. Education
3. Finance
4. Legislative
5. Natural Environment
6. Research & Technology
7. Community Conservation
8. Water Resources

In addition, the President may appoint such other special or ad hoc committees from time to time as the President or the Executive Committee may deem necessary to carry on the work of the Association.

The President shall be an ex officio member of all committees except the Nominating Committee.

## **Article XI**

### **Areas**

In order to promote the work of the Association and to facilitate the operations of the Districts, the State may be divided into multi-District "Areas". The boundaries of such Areas will be determined by the Association and the number of Areas and their boundaries may be changed at any regular Annual Meeting. The Soil and Water Conservation District Supervisors in each Area will hold Area meetings from time to time as necessary. At the last Area meeting of the calendar year, each Area will elect officers for the upcoming year.

## **Article XII**

### **Restrictions**

No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its members, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an Association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Association.

## **Article XIII**

### **Dissolution**

Upon the Dissolution of the North Carolina Association of Soil and Water Conservation Districts, the Executive Committee shall, after paying or making provisions for the payment of all the liabilities of the Association, place all remaining unencumbered funds into the Endowment Fund. The Executive Committee shall at that time select an organization organized and operated exclusively for charitable, educational, or scientific purposes under Section 501(c)(3) of the Internal Revenue Code to administer the Endowment Fund. The Executive Committee shall, as a first option, select the NC Foundation for Soil and Water Conservation, Inc. (Foundation) as the recipient of the Endowment Fund. At the time of the dissolution, if the Foundation does not exist or desires not to receive

the Endowment Fund, the Executive Committee shall select another organization which meets the requirements as stated above.

This select organization would be required to set up trustees and to operate the fund in perpetuity. Provisions would be made to use only the interest from the principal of the Endowment for the original objectives of the N.C. Association of Soil and Water Conservation Districts. Provisions would also be made to pass the fund to another non-profit organization, operating under 501(c) (3), if the select organization were to begin dissolution proceedings.

#### Article XIV

##### **Parliamentary Authority**

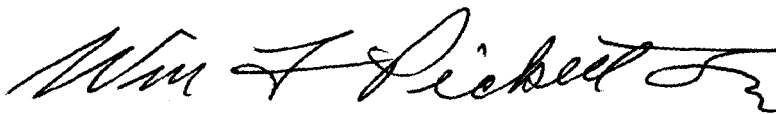
The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Articles & bylaws and any special rules of order the Association may adopt.

#### Article XV

##### **Amendment of Articles**

These Articles can be amended at any annual or special meeting of the Association by a two-thirds vote: provided that the proposed amendment has been approved by the Executive Committee and that notice in writing has been submitted to all Voting Members of the Association at least thirty days in advance of the meeting at which it is to be voted on.

**Adopted this 5th day of January, 2010.**



William F. Pickett, Jr.  
President

