

**ARTICLES OF
INCORPORATION
AND BYLAWS**

of

Iowa Association

of

Soil Conservation

District Commissioners

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1968 Reprint

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We, whose names are hereunto subscribed, being citizens and residents of the State of Iowa, do hereby associate ourselves into a body, not for pecuniary profit, as an association, under the provisions of Chapter No. 504, Title 1 of the **Code of Iowa**, and Acts amendatory thereto, hereby assuming all the powers, rights, and privileges granted bodies corporate and all the duties and obligations imposed by said Chapter and Title, and to hereby adopt the following Articles of Incorporation, to-wit:

ARTICLE I.

Name

The name of this Corporation of business shall be and is the "Iowa Association of Soil Conservation District Commissioners."

ARTICLE II.

Place of Business

The principal place of business of this Corporation shall be at Des Moines, Polk County, Iowa.

ARTICLE III.

Powers and Purposes

Section 1. The objectives, powers and purposes of this corporation shall be to advance and improve the science and art of Agriculture, more especially soil conservation practices. To exchange information relating to the administration and operation of Soil Conservation Districts and to effect cooperation among such districts; to cooperate with the State Soil Conservation Committee, Soil Conservation Service, Soil Conservation Society of America, National Association of Soil and Water Conservation

Districts, Watershed Associations, Iowa State University and Cooperative Extension Service, Agricultural Stabilization and Conservation Service, Forest Service, Iowa Natural Resources Council Isaac Walton Leagues of America, State Conservation Commission, and other groups interested in soil and water conservation; to promote the welfare of soil conservation districts and the people therein; to promote the interest and the activities of civic and other organizations in soil conservation and erosion control including such work along public highways; to aid in the prevention and control of soil erosion and the conservation of soil and water resources; to foster and develop active farmer participation and leadership in soil conservation; and to otherwise promote the sound planning and application of soil conservation on the land.

Section 2. To sue and to be sued in its corporate name; to make contracts, to take by gift, purchase, devise or bequest, real and personal property, for the purposes appropriate to its creation and establish by-laws and make proper rules and regulations necessary for the management of its affairs.

Section 3. To purchase, lease, own, sell or exchange property, either real, personal, or mixed, to purchase, lease, own, operate, and control real estate in the State of Iowa, for the purpose appropriate to the business of this corporation as stated in Section 1.

Section 4. The corporation shall have the right to buy, hold, sell, convey and lease personal property and such real estate as may be necessary or convenient for the proper conduct of the affairs of this corporation. All instruments effecting the title to real estate owned by the corporation shall be executed upon the direction of the Board of Directors by the President and countersigned by the Secretary. All releases of mortgages, liens, judgments or other claims that are required by law to be made of record, may be executed upon the direction of the Board of Directors by the President and the Secretary.

Section 5. The corporation may hold exhibitions, expositions, entertainment, and fairs, for the purpose of the advancement and promotion of the Sciences and Arts of Agriculture, more especially soil conservation practices, and all-round "Good Land Use Program" on Iowa farms. The corporation may publish or cause to be published letters, papers, magazines, or any other publications relative to soil and water conservation.

Section 6. The corporation may borrow money for the purposes appropriate to its purposes and the real estate of the corporation may be mortgaged, or otherwise encumbered to secure the loan or loans, made by the corporation, such action subject to the approval of the Board of Directors.

Section 7. In addition to the foregoing specifically authorized powers, this corporation shall have and exercise all the rights, powers and privileges now or hereafter belonging to or conferred upon corporations of the kind hereby formed, without limiting any of the objects or purposes of powers of the corporation as herein above set forth, the object or purposes of the corporation shall be from time to time so any one or all of the Acts, things, or objects in any manner connected with or necessary incidental, convenient or auxiliary thereto or calculated directly or indirectly to promote the interests of the corporation, or enhance the value of or render profitable any of its property, or rights as such corporation may lawfully do.

All the foregoing shall be construed as powers, purposes, or objects, but no recitation, expression, or declaration of specific powers or purposes of powers of the corporation as herein above set forth, the objects hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

Section 8. This corporation may perform services for its members and all other organizations cooperating with it and may provide for meeting the costs thereof through dues, gate receipts, concessions, charges and rentals, contributions, which shall be prescribed in the bylaws.

ARTICLE IV.

Membership

Each commissioner of soil conservation districts created under the provisions of the Iowa Soil Conservation Districts Law shall be eligible for membership in this organization. Each of such commissioners may become a member of this association upon payment of his proportionate share of dues payable either by the district or himself to the treasurer of the association, said dues to be paid on or before January 1st of each year.

Any former district commissioner, members of the State Soil Conservation Committee and others may become associate members (non-voting) of this corporation upon application and payment of associate dues and accepted by the Board of Directors. Associate membership dues to be set by the Board of Directors and announced at the annual meeting.

The Board of Directors may nominate honorary members (non-voting) of the corporation who may be approved for such honorary membership by the members at their next annual meeting. Payment of dues is not required by honorary members.

ARTICLE V.

Dues

The Board of Directors of the Corporation shall have the authority to assess dues as they deem necessary, such annual dues not to exceed an amount determined as the maximum by the corporation at its annual meeting.

ARTICLE VI.

Dividends

No dividends shall be declared, nor shall any distribution of property among the members be made. Upon dissolution of this corporation, any property or assets shall be distributed to one or several charitable corporations having similar purposes as this corporation. The identity of the recipient and if more than one, the quantity to be distributed among them; shall be determined by a majority vote of the corporation members present and voting.

ARTICLE VII.

Corporate Life

The legal life of this corporation shall begin on the date there is delivered to the corporation by the Secretary of the State of Iowa, a Certificate of Incorporation, as a corporation not for pecuniary profit and shall terminate at the expiration of fifty (50) years from said date unless sooner dissolved by a three-fourths vote of all members thereof, or by an Act of the General Assembly, or by the operation of law.

ARTICLE VIII.

Officers and Directors

Officers of this corporation shall consist of a President, Vice-President, Secretary and Treasurer. The President and Vice-President shall be elected for a term of one year at each annual meeting. The Vice-President shall have the same voting privileges as a director, and the President shall vote only in case of tie or when voting by ballot.

A nominating committee of five members of the corporation shall be appointed by the Board of Directors prior to each annual meeting to nominate candidates for President and Vice-President, one member of the nominating committee shall be a member of the Board of Directors.

The Secretary and the Treasurer shall be elected by the Board of Directors from their membership for a period of one year.

The management of this corporation shall be vested in the officers and a Board of Directors who shall be active district commissioners at the time of their appointment of election. The Board of Directors shall consist of not less than five nor more than twelve members elected for a term of three years after the initial adjustment. The Board of Directors of this corporation may also act as fieldmen for the State Soil Conservation Committee.

Every ^{officer,} director and his alternate ^{Director of this Corporation} shall be a member of this corporation and, if any ^{it shall} director or alternate shall cease to be a member of this corporation, he shall at once cease to be a director, ~~except directors will be eligible to complete their terms of office, providing, however, that the dues of his district are fully paid.~~ Any vacancy occurring on the ~~Board or officers~~ shall be filled by appointment of a commissioner ^{selected by the Board of Directors until the next annual election. The officers and Board of said Corporation and shall serve out the unexpired term of said officers as long as he or she remains a member of this Corporation.} The Board of Directors may form an Executive Committee consisting of the officers and two other directors elected from the Board. All action of the Executive Committee shall be subject to the approval of the Board.

The usual order of succession shall be followed when it applies.

ARTICLE IX.

Annual Meeting

The annual meetings shall be held during the month of September of each year at a place and time determined by the Board of Directors. Written notice of said meeting shall be given to all members by said Board not less than ten days prior to said meeting. The annual meeting may be held in any other month of the year upon sending notice by regular mail to all the members at least ten days prior to the time that the annual meeting will be held, and said notice shall state the time and place of said meeting.

Special meeting of the members of this corporation may be called at any time by the President upon the request of at least twenty-five members of the corporation; and in case of the neglect or refusal of the President to call a meeting when so requested, twenty-five members may join in a call of the members which meeting shall be the same as though called by the President.

The members at any annual meeting, and the members present at any special meeting of which proper notice has been given shall constitute a quorum, except for article Seven.

At all meetings of members, each member shall be entitled to one vote. Voting by proxy shall be prohibited.

The proposed change in the wording of Article VIII, Paragraph V in the Articles of Incorporation to read as follows:

Every officer, Director and Alternate Director of this Corporation shall be a member of this Corporation and when any cease to be member of this Corporation he or she shall at once cease to be an officer, Director or Alternate Director.

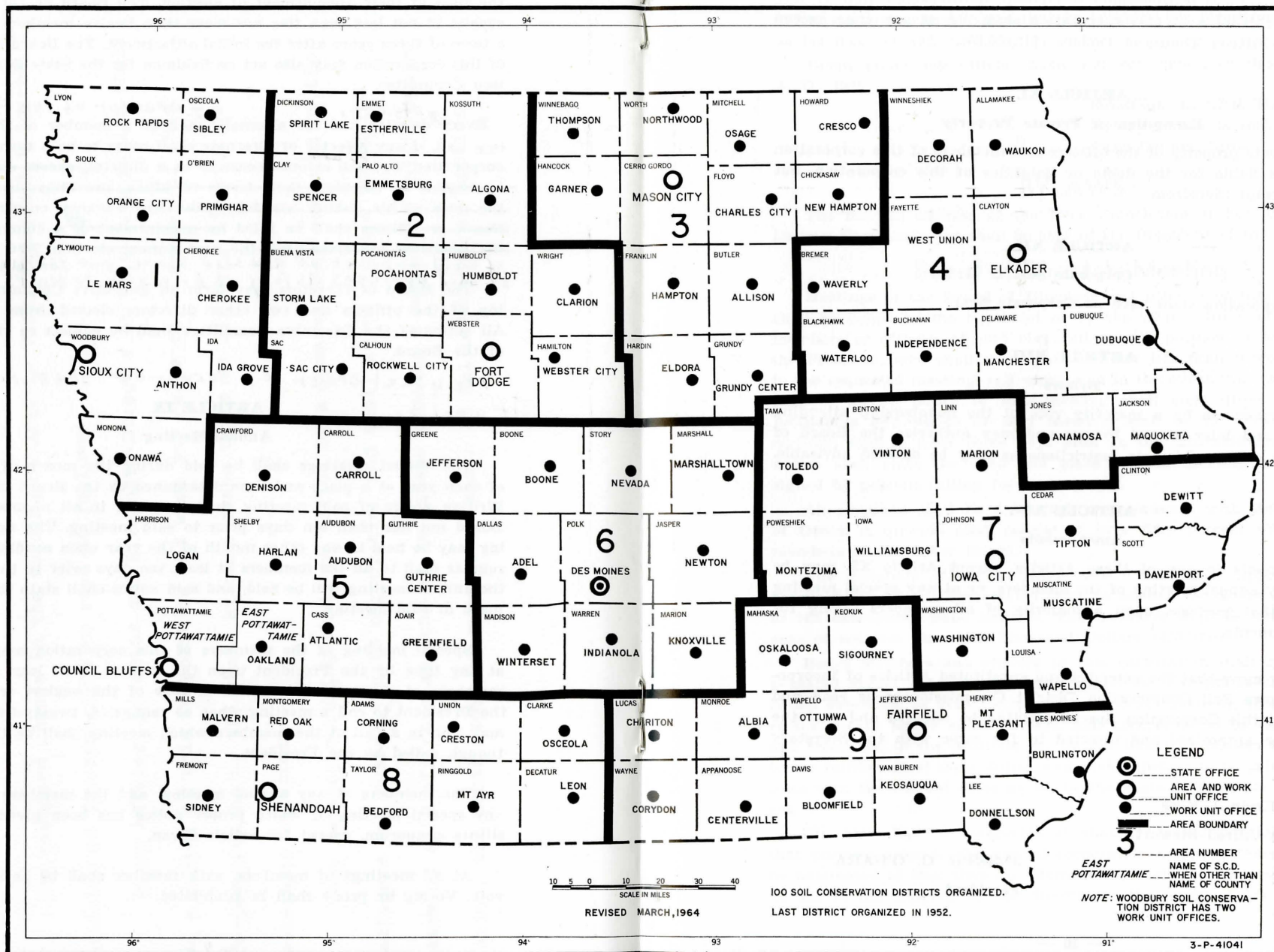
Any vacancy occuring shall be filled by a Commissioner selected by the officers and board of said corporation and shall serve out the unexpired term of said officers as long as he or she remains a member of this Corporation, the usual order of succession shall be followed when it applies.

ORGANIZATION MAP

IOWA

U. S. DEPARTMENT OF AGRICULTURE

SOIL CONSERVATION SERVICE



ARTICLE X.

Limit of Indebtedness

The indebtedness of this corporation shall not at any time exceed the sum of Fifteen Thousand Dollars (\$15,000.00).

ARTICLE XI.

Exemption of Private Property

The private property of the officers and members of this corporation shall not be liable for the debts or liabilities of this corporation, but shall be exempt therefrom.

ARTICLE XII.

Corporate Seal

This corporation shall have no Corporate Seal.

ARTICLE XIII.

Bylaws

This corporation by a majority vote of the membership attending may make and later amend bylaws and may authorize the Board of Directors to do so subject to restrictions as may be deemed advisable.

ARTICLE XIV.

Amendments

Amendments to any of these Articles, except Article XI, may be made at any annual meeting of the members, or at any special meeting called for that purpose, upon a majority of all members voting for such amendments.

I hereby move that the amended and substituted Articles of Incorporation of Iowa Soil Conservation District Commissioners as read and presented at this Corporation Special Meeting be adopted and that the Secretary be authorized and directed to file same with the Secretary of State.

Motion by Ervin J. Koos

Seconded by Alfred Stewart

JOSEPH C. O'HARA

President

I, Harold L. Bertram, Notary Public in and for Page County, do hereby certify that Joseph C. O'Hara, President of the Iowa Association of Soil Conservation District Commissioners, personally appeared before me and acknowledged that he executed the foregoing instrument as his free act and deed.

Given under my official hand and seal this 10th day of August A. D., 1964.

HAROLD L. BERTRAM
Notary Public in and for
Page County, Iowa

BYLAWS

The mailing address of the Iowa Association of Soil Conservation District Commissioners shall be that of the President of the Association.

Board of Directors Meeting

Meetings of the Board of Directors and officers of this corporation shall be called by the President or by the joint petition of five Board members or officers of said corporation, said petition to be filed with the President, who shall thereupon, and not less than three days prior to the requested meeting, call same; and in the event that the President fails to do so, notice of said meeting shall stem directly from the petitioners and notice of said meeting shall be in writing sent by certified mail at least three days prior to the aforesaid meeting. This notice shall state the time and place of said meeting and shall be signed by persons calling for the meeting.

All meetings shall be conducted in accordance with **Roberts Rules of Order**. A quorum shall consist of over fifty percent (50%) of the members of the entire Board.

The members of the aforesaid Board and their appointees who handle funds of this corporation shall be bonded for double the amount of the anticipated sums handled. The treasurer shall be bonded in the sum of not less than Ten Thousand Dollars (\$10,000.00).

Board members and officers of this corporation shall not be compensated except as otherwise herein provided. Exceptions shall include actual expenditures made incident to corporate business, this to include rooms, meals, phone calls, mileage, and compensation to the secretary and treasurer, in the amounts set by the Board of Directors, necessary to the fulfillment of these duties, and such expenses to be paid in accordance with the current rates as set by the State of Iowa for its employees.

Directors shall be nominated at annual regional meetings held for that purpose prior to the annual corporation meeting; there shall also be nominated at that time an alternate for each director, said alternate to act in the capacity of the director in the event of his absence or

ineligibility. Notice of said regional meeting shall be given by the Secretary of the Board in writing ten (10) days prior to said meeting and shall state the time, place and purpose. The directors and alternates so nominated shall be seated as directors and alternates at the next annual meeting upon vote of the majority of those members present.

MANAGEMENT OF CORPORATE AFFAIRS (Employees)

The Board of Directors and officers of this corporation may hire an Executive Secretary, manager, or other personnel deemed necessary to the operation of this corporation. If any member of the Board of Directors, or officers of this corporation, is hired to any of the aforesaid positions, a position of a Board member or officer shall terminate upon such hiring.

The aforesaid employees shall be responsible to and work under the direction of the Board and shall be bonded for a sum double the amount of any funds they might handle as determined by the Board.

In the event that traveling expenses are allowed the aforesaid employees, they shall be compensated at a rate no greater than that amount for room, meals, and mileage allowed to State of Iowa employees. The aforesaid expenses and payment for work based on hourly rates shall be paid only upon the submitting of itemized statement accompanied by original receipts, invoices, or other evidence. All bills shall be paid monthly after approval of the Board at a meeting called for that purpose.

The past president most immediate in time, may serve with voting privileges as an ex officio member of the Board of Directors.

ANNUAL AUDIT

The fiscal year of this corporation shall end on July 31 of each and every year, at which time the books and records of said corporation shall be audited. By a vote of the Board of Directors, the audit shall be made by a committee appointed by the President, or by a licensed and qualified certified public accountant. The results of said audit shall be made available to the membership of said corporation at the annual meeting.

IOWA ASSOCIATION OF SOIL DISTRICT COMMISSIONERS

What it is — — — — — What it does

ORGANIZATION

The Iowa Association of Soil Conservation District Commissioners is a non profit voluntary, entirely independent organization which represents the interests of soil conservation districts in the state of Iowa and is governed entirely by District Commissioners who are elected by farmers and landowners in their respective districts.

The members of the organization are composed of the elected commissioners within each of the Iowa Soil Conservation Districts.

The Iowa Association of Soil Conservation District Commissioners is incorporated under the Non-profit Corporatin Act of the State of Iowa.

The purpose of the Association, organized in 1946, is to assist the 100 soil conservation districts in the State of Iowa in their efforts to promote soil and water conservation to the end that, with proper land use, every acre in the state be used to full capacity,

The primary purpose of Iowa Association Soil District Commissioners is to promote, and provide help at state and national levels, which individual districts cannot do for themselves.

Although the scope and functions have enlarged into much broader programs since the time of organization, the objectives as outlined in the articles of incorporation remain the same.

The governing body of the Iowa Association of Soil Conservation District Commissioners is a board of directors composed of one member from each of the nine regions in the state of Iowa elected by the commissioners thereof; the president and vice-president are elected at large at the Annual Conference of Soil Conservation District Commissioners, and the secretary and treasurer are elected by the board from its members.

There are a number of action committees serving throughout the year which exert a positive influence in developing the policies of the Association.

The Iowa Association is in touch with all districts in the State of Iowa. The Regional Director attempts to visit each district in his region at least once during the year.

COOPERATION

In pursuit of its programs, the Iowa Association of Soil Conservation District Commissioners works directly with the State Soil Conservation Committee and the Soil Conservation Service and maintains a close working relationship with the A.S.C.S., Extension Service, Iowa State University, and all other agencies and organizations, both public and private at federal, state, and local level who are interested in Soil and Water Conservation.

CONSERVATION PROGRAM ACCEPTANCE

In 1939 the Iowa legislature passed the Soil Conservation Districts' Law under which farmers could organize local soil conservation districts. The first Iowa district was organized in April, 1940, and by 1952 all rural areas of the State were included in soil conservation districts.

Close to one half of the farmers are cooperating with the districts in one way or another. The Iowa Association is interested in promoting even more rapid progress, until the time when every acre of Iowa's land is under a conservation plan.

The Iowa Association of Soil Conservation District Commissioners, in close Cooperation with the State Soil Conservation Committee, is very active in working with State Legislators, to point out the needs in soil conservation appropriations. Since 1949, the Iowa legislature, at each session, has increased the appropriations. Appropriations voted by the last session were: 1M \$50,000.00 (\$500.00 per District) and an additional \$15,000.00 to be distributed on a needs basis. 2M \$650,000.00 plus \$76,200.00 for State Committee administration. Watershed planning \$50,000.00, Standard Soil Survey \$100,000.00. These amounts for each year of the bi-annium.

We give strong support to national appropriations that effect our program.

FINANCES

Funds for the support of the Association come from quotas or dues set up by the Commissioners at their annual convention. There are also a number of conservation minded people who contribute to the As-

sociation by maintaining an associate membership. The Association has received, and greatly appreciated, other contributions.

ACTIVITIES

The Iowa Association in cooperation with the State Soil Conservation Committee Co-sponsors the following activities.

- a. All regional meetings of Commissioners
- b. The Annual Conference of Soil Conservation Districts
- c. The Register and Tribune Conservation Award Program
- d. Soil Conservation and Stewardship Week
- e. Queen of Conservation
- f. Iowa Soil Conservation Field Day and Plowing Matches
- g. Conservation workshop for teachers
- h. Goodyear awards program
- i. "Watershed Man of the Year Award"
- j. A large number of local and regional awards and programs in all areas of the state of Iowa

Co-Sponsors with others:

- Outstanding Commissioner Award
- Conservation Speech Contest

WHAT YOU CAN DO

If you are a Farmer —

1. **BE A DISTRICT COOPERATOR.** If you are not one already, look up your nearest District official or your Soil Conservation Service Technician and find out how to take part in the District's programs on your own land.
2. **PRACTICE CONSERVATION.** Make a complete conservation plan for your land, using the information furnished by the District's technicians. Then put that plan to work building your soil and increasing standard of living.
3. **TALK CONSERVATION.** Tell your neighbors about the benefits of your program. Tell your banker, implement dealer, and all other interested citizens in welfare of land, prosperity, and overall growth of community.

...to maintain an accurate record. The following are
...and greatly appreciated.

ACTIVITIES

The first activity is a collection of the State and National
...the following activities.

1. A special meeting of the National Board of Directors.

2. The Annual Conference of the Conservation Districts.

3. The National and Technical Conservation Award Program.

4. A special meeting of the National Board of Directors.

5. A special meeting of the National Board of Directors.

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