

BY-LAWS of the SOUTHEAST CONSERVATION DISTRICT EMPLOYEES ASSOCIATION

ARTICLE I Name

Section 1. This association shall be known as the Southeast Conservation District Employees Association (SECDEA), hereafter referred to as SECDEA or Association.

ARTICLE II Objectives

Section 1. The objectives of this Association shall be:

- a. To strengthen the Conservation District programs of the Southeast.
- b. To provide assistance and information to the local conservation districts, their governing board and their employees.
- c. To assist any agency, association, organization, municipality, group or individual who support the Soil and Water Conservation Districts of the Southeast in the spirit of cooperation, sound conservation practice and proper land use.

Section 2. Purposes To assist in developing and furthering the interest, objectives and purposes of the Southeast Conservation District Employees Association to foster and promote charitable and educational purposes designed to further the principles of soil conservation and stewardship, water conservation and energy conservation; to provide, conduct, and sponsor programs to aid individuals, groups, organizations, governmental bodies, associations, and all entities in combating soil erosion, energy, and water waste; including for all such purposes in the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Law.

The organization is organized exclusively for charitable and/or educational purposes as defined under section 501(c)(3) of the Internal Revenue Code.

Section 3. Financial Management No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, 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 herein. 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 provision 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 the corresponding provision of any future United States Internal Revenue Law) or (b) by an Association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

The Association shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent Federal Tax Laws.

The Association shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

The Association shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws. The Association shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws. The Association shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

Section 4. Dissolution Upon the dissolution of the Association, the Governing Board shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association, exclusively for the purposes of the Association in such manner, or to Member Associations in accordance with the amount of dues paid on or to Member Associations in accordance with the amount of dues paid in by each Member Association in relation to the total amount paid in by all Member Association, or such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Governing Board shall determine.

ARTICLE III

Nature

Section 1. This Association shall be a not-for-profit organization. Its function will be to develop, strengthen and promote Conservation District programs within the Southeast. Coercion by any person in an attempt to use this Association for any other purpose such as collective bargaining is strictly prohibited.

ARTICLE IV

Membership

Section 1. The membership of this association shall consist of full-dues paying members of a member association, whether full-time or part-time employees of the legally formed Soil and Water Conservation Districts within the nine southeast states, Puerto Rico and the Virgin Islands, hereafter referred to as Member Associations. Each member of the Association shall be entitled to one vote. All members shall be encouraged to attend Association meetings and participate in discussions. Voting by proxy shall not be permitted. The Member Associations of the Southeast are: Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, Puerto Rico and the Virgin Islands.

Section 2: Any partnership employee who is an associate member of a legally formed Member Association within the nine southeast states, Puerto Rico, and the Virgin Islands shall be considered an associate member of SECDEA. Associate members may serve on committees, vote within committees, participate in discussions, and other duties as requested by the SECDEA Board. Associate members shall not hold elective office and shall not be permitted to vote during general session.

ARTICLE V

SECDEA Board

Section 1. The Executive Committee and Board of Representatives constitute the SECDEA Board.

ARTICLE VI
Board of Representatives

Section 1. The Board of Representatives consists of 11 members, one from each Member Association and shall have the following powers in addition to those granted in other sections of these Bylaws:

1. It shall be their responsibility to authorize officers to perform such duties as are necessary for the operation of the Association.
2. It shall be their responsibility to represent and vote according to the Member Association they represent.

It is the responsibility of the Member Association's representative to transmit information from the SECDEA to their respective Member Association.

ARTICLE VII
Officers

Section 1. The officers consist of president, vice-president, secretary, treasurer, and the immediate past president and constitute the Association's Executive Committee. The duties of the Association's Executive Committee shall be those normally pertaining to such officials in any association and shall have the power to act in the name of the Association between regular or special board meetings.

Section 2. The duties of the President include:

- a. Shall have general responsibility for the affairs of the Association.
- b. Preside at Association meetings and sessions of the Board of Representatives and Executive Committee.
- c. Shall be empowered to appoint at his/her discretion any person or committee to expedite the objectives of the Association.
- d. Shall appoint a Nominating Committee, annually, consisting of one (1) At-Large member, two (2) Board Representatives, and the Immediate Past President as the Chair; to ensure the timely election of officers.
- e. Is responsible for planning the agenda for both the annual meeting and the mid-year board meeting.
- f. The president or his/her designee is also the Association's representative to the National Conservation District Employees Association.
- g. Shall appoint Audit Committee consisting of two (2) Board Representatives (including the Vice President, if possible) and one (1) Member -At-Large.
- h. With assistance of the secretary will send notice of the annual meeting, mid-year meeting and special meetings to each Board Representative.
- i. Shall appoint a By-Law Committee, as needed, consisting of the Immediate Past President as Chair and two (2) Board Representatives.
- j. Shall include special attention throughout the term for a smooth transition to the successor of the on-going programs of the Association.
- k. Perform other duties as assigned by the Board.

Section 4. The duties of the Vice-President include:

- a. May appoint committee members and plan activities to become effective only if he or she is elected as president.
- b. In the absence of the president, the vice-president shall assume the responsibilities and perform the duties of the president.
- c. Chair the Conference Committee.
- d. Shall **recommend** to the Executive Committee a location for the mid-year board meeting and the annual meeting of the Association, as suggested by the Conference Committee.
- e. Shall be bonded and also be authorized to sign the Association checks and disburse funds in the absence of the treasurer or in the case the treasurer becomes incapacitated.
- f. Perform other duties as assigned by the President and/or the Board.

Section 5. The duties of the Secretary include:

- a. Record the minutes of all meetings and provide copies of the meeting minutes to each member of the board within 30 days time following a meeting.
- b. Disperse minutes to be voted on at Annual Business Meeting, to the membership a minimum of 2 weeks prior to the date of the Annual Business Meeting; and provide one (1) printed copy of each minutes for each table at the Annual Business Meeting.
- c. Maintain the official book of minutes for the Association. When a new secretary assumes the role of office the official records will be transferred to that person.
- d. Perform other duties as assigned by the President and/or the Board.

Section 6. The Treasurer shall be bonded and the duties include:

- a. Keep full and accurate records of all financial transactions.
- b. All disbursements shall be in accordance with either the Associations Budget or the Executive Committee's expense policy (see Policy #1), before payment is made.
- c. Prepare and present a Financial Report (of income and expenses for the current year, up to the date of the annual meeting), to the membership at the Annual Business Meeting; and provide one (1) printed copy of each report for each table at the Annual Business Meeting.
- d. Prepare and present a Proposed Budget for the next year to the membership at the Annual Business meeting; and provide one (1) printed copy for each table at the Annual Business Meeting.
- e. Maintain all Association's funds in a banking institution in the Association's name.
- f. Receive dues and keep an up-to-date list of Member Associations paying dues.
- g. Maintain record of Audit Committee report.
- h. Maintain all financial records of the Association. When a new Treasurer assumes office, the financial records will be transferred to that person.
- i. Perform other duties as assigned by the President and/or the Board.

Section 7. The duties of the Past President include:

- a. Chair the Nominating Committee
- b. Announce Nomination Deadline and Disperse application. Make contact with each nominee to verify their willingness to run for office.
- c. Notify SECDEA Board and general membership of November election.
- d. Conduct the SECDEA election each year.
- e. Shall install new officers or designate an NCDEA rep to install new officers following the election.
- f. Monitor meetings for Bylaws and Policy consistency.
- g. Perform other duties as assigned by the President and/or the Board.

Section 8. A committee structure will always be considered for carrying out the work of the Association before other methods are adopted.

Section 9. In the event of a vacancy in the office of the Vice-President, the President will call for a special meeting of the SECDEA Board to select a Vice-President to serve until the next election of officers. In the event of a vacancy in the offices of the Secretary or Treasurer, the President will appoint a Secretary or Treasurer to serve until the next election of officers.

ARTICLE VIII

Elections

Section 1. The officers shall be elected by a simple majority of the Southeast Conservation District full-dues paying employees present and voting at the Annual Meeting. Nominees for the offices of President and Vice President must have served or be presently serving as a member of the SECDEA Board. Nominees for the offices of Secretary and Treasurer need not be current or previous members of the SECDEA Board. Term of each office is one year. The President and Vice-President may serve no more than three consecutive terms in the same office. The Secretary and Treasurer have no number of term limits.

Section 2. The Nominating Committee shall present a slate of at least one nominee for President, Vice-President, Secretary and Treasurer. Nominations may be made from the floor with prior approval of the person being nominated.

Section 3. If an annual meeting is not to be held, the president shall facilitate a virtual or electronic meeting to handle the association business and election of officers. The nominating committee's proposed slate of officers will be sent by electronic communication (e-mail) to each member. Each member will have the opportunity to vote for the proposed slate of officers or communicate a desired candidate to be considered when the floor is open for nominations during the election process. The chairman of the nominating committee will then ask for a verbal vote. The chairman will certify the election results and announce to the general membership before the business meeting is adjourned.

Section 4. Only member associations in good standing shall be eligible to vote.

Section 5. If more than one nomination is received for an office, voting shall be held by ballot. Voting ballot shall include all offices. Election Procedures are to be carried out by the Nominating Committee.

Section 6. Elected officers shall assume the offices and duties of their respective office at the conclusion of the immediately following NACD Annual Meeting.

ARTICLE IX

Removal of Office

Section 1. SECDEA Officers and Board members may be removed from their respective office for any of the following valid reasons:

- a. Conviction of a felony during their term of office. The conviction of a felony shall automatically suspend the individual until the conviction is final and all appellate review of the original trial court proceedings is exhausted. During the period of suspension, the individual shall not perform any official act, duty, or function of their office nor shall they receive any compensation, pay, allowance, emolument, or privilege of their office.
- b. Theft of Funds
- c. Mismanagement or falsifying documents
- d. Harming the reputation of the Association
- e. Not acting in a manner suitable for position
- f. Causing discontent in the Association or acting in any manner detrimental to SECDEA.
- g. Not actively attending or participating in regular meetings and/or conference calls (Excessive unexcused absences – 3 consecutive meetings in a row). An excused absence would require contact with a SECDEA officer prior to or within 2 weeks following the scheduled meeting and/or conference call. The SECDEA Board will determine if absence is unexcused.
- h. Failure to comply with any of the duties and responsibilities associated with their held office.
- i. Any other conduct or act that the SECDEA Board deems detrimental to the Association.

Section II. SECDEA Officers covered by this include:

- a. President
- b. Vice-President
- c. Treasurer
- d. Secretary
- e. Past President
- f. Member Association Representatives

Section III. Procedures of Removal

- a. A special called meeting will be held to discuss the reason the SECDEA Board is not pleased with the officer.
- b. A list of complaints should be documented in writing.
- c. A certified letter will be sent to the officer in question to explain the displeasure of the board.
- d. The officer in question must give explanation by certified letter of the complaints to the board and/or allowed to address the issues in front of the SECDEA Board. The officer will have ten business days to respond to the complaint.
- e. The SECDEA Board will review the officers' response or have a closed session to discuss the explanation of officer in question.
- f. The SECDEA Board will vote by secret ballot to decide if the officer in question is to be removed from office. An officer may be removed only by a majority vote of all the current serving officers and directors of the SECDEA Board. To accomplish this there must be no less than 7 votes from the SECDEA Board. (5 officers and 8 reps.)
- g. In the event the officer in question is removed from office, the SECDEA Board will appoint a board member replacement.
- h. Appointed board member will take office immediately and will complete the unexpired term of office. They will be eligible to seek election by the Association upon the expiration of that term.
- i. The Governing Board will determine the eligibility of the individual as a nominee for elective office with the Association at any point following removal of office.

ARTICLE X

Finances

Section 1. The Association may be financed by dues on each Member Association as recommended and approved by majority vote of the SECDEA Board present at any meeting. The dues would be payable annually by each member association to SECDEA treasurer. Only member associations in good standing shall be eligible to vote. Only the treasurer shall accept contributions, donations, earned income, gifts and other legal revenues to carry on the work of the Association. An annual audit shall be conducted at the mid-year board meeting. Audit results shall become part of the permanent records of the treasurer. No power to borrow money or otherwise incur indebtedness to the Association is granted to any officer, representative or member.

Section 2. The fiscal year of the Association for all intent and purposes shall be from January 1st to December 31st.

ARTICLE XI

Dissolution

Section 1. This Association may be dissolved by a resolution requesting dissolution passed by a majority vote of mail ballots received. Notice of such action must be mailed to all members at least 60 calendar days prior to the closing date for receiving these mail ballots.

Section 2. Should the Association dissolve in accordance with Section 1 or from any other cause, any assets not required for payment of its liabilities and obligations and not held upon condition requiring return, specific transfer, or conveyance upon dissolution, shall be paid on a prorated basis, to Member Associations in accordance with the amount of dues paid in by each Member Association in relation to the total amount paid in by all Member Associations or such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Governing Board shall determine.

ARTICLE XII Compensation

Section 1. The representatives, officials, and committee members on official assignment by this Association shall serve without compensation except for properly documented expenses that are within the Board's expense policy. (*See Policy 04-01*)

ARTICLE XIII Meetings

Section 1. The annual meeting will be held at a place recommended by the Vice-President/Conference Committee and approved by the Executive Committee. Recommendations for a change of location must be made a minimum of 2 years in advance of the meeting being considered; due to advance contracting requirements. Notice of the Annual meeting will be announced and sent to the Board Representatives by the president with assistance of the secretary.

Section 2. The mid-year governing board meeting will be hosted by the Member Associations in alphabetical order, rotating annually. (*See Policy 06-02*) Final location to be approved by the Executive Committee.

Section 3. Special meetings may be called by the president or when requested by at least four members of the SECDEA Board. Notices of all special meetings must be sent to the Board or Committee Members at least seven (7) calendar days in advance of the meeting.

Section 4. Parliamentary procedure will be based on "Roberts Rules of Order" latest edition.

ARTICLE XIV Amendments

Section 1. Bylaws may be adopted and these articles of Association may be amended by a two-thirds majority vote of the full-dues paying district employees present and voting at the Southeast Conservation District Employees Association annual meeting. Copies of the proposed Bylaws amendments will be sent to the Board of Representatives for distribution to their respective members forty-five (45) calendar days preceding the date of the meeting when a vote on the amendments will take place.

ARTICLE XV
Resolutions and Policy

Section 1. Policies not having to do with amendments to the Bylaws may be adopted by a majority vote of the District Employees present at the Southeast Conservation District Employees Association Annual meeting or by the board at any meeting.

These revised Bylaws were adopted by the association at its annual meeting held virtual on the 7th of November 2023.

(s)Kayleigh Evans

(s) Amy Clifton Lies



Kayleigh Evans, President



Amy Clifton Lies, Secretary

Southeast Conservation District Employee Association

The Southeast Conservation District Employees Association (SECDEA) prohibits discrimination in all its programs and activities on the basis of race, color, national origin, age, disability, and where applicable, sex, marital status, familial status, parental status, religion, sexual orientation, genetic information, political beliefs, reprisal, or because all or part of an individual's income is derived from any public assistance program.

Southeast Conservation District Employees Association

Current Policies

Policy 04-01

The president or representative of SECDEA shall be reimbursed for actual expenses with submitted receipts while on officially approved SECDEA business, excluding alcohol beverages. Approval in writing shall accompany receipts. Mileage will be reimbursed at current IRS rate.

Policy 06-01

The web editor shall receive full registration plus 2 nights lodging at the SECDEA Annual Conference. *Approved May 8, 2006 at the Mid-Year SECDEA Board Meeting.*

Policy 06-02

Pay for the SECDEA President/Representative full registration, lodging, meals and transportation to the NACD meetings. President/Representative need not work at meeting to reduce cost, need to attend meetings so as to take care of SECDEA business. *Approved on November 6, 2006 at the SECDEA Board Meeting at Annual Conference.*

Policy 06-03

Southeast states go in alphabetical order starting in 2007 with Alabama hosting the SECDEA Midyear Board meeting and if at all possible coincide with the state's DEA meeting. *Approved on November 6, 2006 at the SECDEA Board Meeting at Annual Conference.*

Policy 06-04

Pay the full cost of the President's suite each year at the SECDEA Annual Conference due to the fact that it is open to any committee meetings, etc., to do business for SECDEA. *Approved on November 6, 2006 at the SECDEA Board Meeting at Annual Conference.*

Policy 09-01

The Vice President, Secretary, Treasurer, and Past President are eligible to receive a maximum of \$500 stipend if they attend the SECDEA Mid-Year Board meeting, SENACD meeting, SECDEA Annual Conference or the NACD meeting. *Approved on May 27, 2009 at the SECDEA Mid-Year Board Meeting.*

Policy 09-02

Board meetings may be held by conference call. Conference call board meetings will follow Roberts Rules of Order. The secretary will do a roll call to record participating members. In order for all participating members to hear one another during a conference call meeting, all members shall state their name and wait to be recognized by the Chair prior to any discussion. The Chair shall call for a roll call vote; Secretary will call roll and record votes. If a matter arises that requires a decision by the Governing Board or Executive Committee to meet, the question may be resolved by conference call or email. *Approved on August 24, 2009 at the SECDEA Board Meeting held at the Southeast NACD meeting.*

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Policy 11-01

SECDEA Records/Document Disposal. *Approved on August 1, 2011, at the SECDEA Board Meeting held at the Southeast NACD Meeting.*

List of Items	Years to Keep
501© 3 Materials	Permanent
Annual Financial Report	Permanent
Audit Reports	Permanent
Benevolence Information	Permanent
By-Laws	Permanent
Charter Members	Permanent
Correspondences (Legal/Important Matters)	Permanent
Federal Identification Number	Permanent
Minute of Board Meetings	Permanent
Scholarship Information	Permanent
Tax Exempt Materials	Permanent
Grants (Received Materials)	7 Years
Invoices (to Customers/from Vendors)	7 Years
Internal Audit Report	7 Years
Insurance Policy Bond	7 Years
Bank Reconciliations	4 Years
Bank Statements	4 Years
Cancelled Checks	4 Years
Deposit Slips	4 Years
Internal Reports (Misc.)	4 Years
Correspondence (General)	2 Years
Purchasing Orders	2 Years
Election Ballots	6 Months
Some items may need to be kept longer than listed if needed for historical information. Consult SECDEA Board for direction.	

Policy 11-02

SECDEA Conduit Policy. *Approved on August 1, 2011, at the SECDEA Board Meeting held at the Southeast NACD meeting.*

Continued.....

SECDEA Conduit Policy

Purpose: To offer SECDEA affiliates a service in acquiring grants to achieve the mission and vision of the SECDEA:

The South East Conservation District Employee Association will provide conduit services for grant applications, providing the following criteria are met:

1. Eligible applicants must be an entity or organization that supports Conservation Districts and their employees.
2. Written grant applications will be reviewed by a (Standing) Grant Proposal Review Committee and will make recommendations directly to the board.
3. The project for which grant funds are being sought must benefit the Conservation Districts and their employees and is subject to a full board review.
4. The applicant must make a request for conduit services in writing to the SECDEA Governing Board. All requests must be submitted to SECDEA 30 days prior to the grant deadline. Special meetings of the full Board may convene to consider such requests.
5. The applicant must provide at the time of the request an electronic version of the completed grant application, grant guidelines, and all grant documentation, including matching funds and letters of commitments.
6. A copy of the minutes of the organization or entity submitting the request, identifying the responsible individual, and giving authorization for the individual to submit the grant or pursue funding for the project, must be submitted to SECDEA at the time of the request.
7. If approved by the SECDEA Board, the grant will be packaged and mailed by the SECDEA Treasurer/staff. All costs (including copies, binding, postage, etc.) encumbered by SECDEA in association with the submittal of the grant will be reimbursed by the applicant to SECDEA within one (1) month.
8. All grants awarded through SECDEA will be charged the conduit fee:
 - a. Up to \$10,000.00 – 5%
 - b. \$10,000.01 - \$100,000 – 3.5%
 - c. \$100,000.01 - \$1,00,000 – 2%
 - d. \$1,000,000.01 or more – 1%
9. If the applicants request for funding is awarded by the grant applicator, the applicant will receive the funds from SECDEA within 15 days of receipt of funds. SECDEA reserves the right to establish a separate project fund and manage the funds for the project if the applicant does not have the management capabilities.
10. If the applicant's request for funding is awarded, the applicant must agree to submit quarterly reports on the progress of the project to SECDEA for the life of the project.
11. If the applicant will not complete the project within the time required as outlined in the grant application, the applicant must notify SECDEA in writing no later than 30 days prior to the identified project deadline with reasons for failure to comply. SECDEA will then notify the granting agency and negotiate any changes on behalf of the applicant.
12. In addition to quarterly reports to SECDEA, any reporting required by the granting agency will be completed by the applicant and submitted to SECDEA no later than two (2) weeks prior to the deadline for reporting.
13. All applicants will submit a final report upon completion of the project outlining the entire project (including successes and failures, audience served, goals met/not met, copies of all receipts, financial reports, etc.) to SECDEA. SECDEA will forward the final report to the granting agency.
14. SECDEA will not be responsible for any cost coverages, financial improprieties, lawsuits, or other financial claims, liens or judgements incurred as a result of the project and will not be responsible to complete any project or to repay any grant awarded because of any failure on the part of the applicant.
15. Failure to meet of the above requirements will make the applicant ineligible for future conduit services from SECDEA.

I have read and agree to comply with the requirements as described above. I understand that the conduct of the grant recipient is reflected upon SECDEA and I, as the authorized agent and the organization/entity I represent, will maintain the highest standard of conduct throughout the project.

Authorized Agent

Date

Organization/Entity

Project

SECDEA Governing Board approved the request submitted by the above organization on the _____ day of _____, _____.

SECDEA President

Attest by SECDEA Secretary

SECDEA prohibits discrimination in its programs on the basis of race, color, natural origin, sex, religion, age, disability, political beliefs and marital or family status.

Check List for Grant Application Review Procedure

1. Is the applicant an eligible entity?
 - a. Yes/No
 - b. Entity Status: Not for Profit/ Non-Profit/ For Profit
2. Does the grant meet the mission and vision of the SECDEA?
3. Is the application complete?
 - a. Cover Letter
 - b. Objective/Mission
 - c. Matching Funds with letter of commitment
 - d. Budget
 - e. Time Table
4. Was the application received within the required time?
5. An electronic version of the application submitted?
6. Is the conduit contract signed, dated, and submitted at the time of the application?
7. Copy of authorization for the responsible individual to submit application?
8. Is the reporting process spelled out?

Mail Request to:

Southeast Conservation District Employees Association
Grants Committee
c/o Janice Weiss, Cheatham Co. SCD
1104 N. Main St. Ashland City, TN 37015