

BYLAWS
Association of Conservation Executive Directors (ACED)
October 5, 2022

ARTICLE I. NAME AND PURPOSE

Section 1 Association of Conservation Executive Directors

The nationally recognized Association of Conservation Executive Directors, abbreviated ACED, or known as the Association, is a membership affiliation of Executive Directors of State/Territory Conservation Associations.

Section 2 Purpose

The ACED is a National Association of Conservation Districts (NACD) Affiliated Organization whose purpose is to support and provide a unified voice for State/Territory Association Executive Directors. To this end, the ACED may engage in such activities as will further the purposes, policies, and activities of State/Territory Associations, Conservation Districts and NACD. ACED will devote itself to achieving the following, by:

Bringing together state/territory Executive Directors to advance the efforts of the state/territory associations, Conservation Districts and NACD.

Serving on NACD committees and groups and other affiliated organizations.

Providing coordinated communication amongst state/territory Executive Directors.

Assisting state/territory associations, member districts and NACD and with the activities that promote conservation of our natural resources.

Providing continuity through the longevity of Executive Director positions.

Developing strong leaders and providing opportunities for professional development to strengthen the delivery of conservation.

Section 3 Non-Discrimination Policy - ACED concurs with and follows NACD's non-discrimination policy.

Section 4 Dissolution

Should ACED dissolve, the assets of the organization including funds, membership lists, and other documents will be transferred to NACD for disposition and future use that supports Conservation Districts.

ARTICLE II. MEMBERSHIP

The Organization consists of any person who currently serves as Executive Director of any State/Territory Association unless any State/Territory declines participation. If any state/territory Association does not have an Executive Director may petition the ACED board to participate.

During ACED's Annual Meeting, dues may be established by simple majority of members present.

ARTICLE III. Organizational Structure

Section 1 Leadership of the Organization

The ACED Board will consist of a President and seven Regional Representatives based on NACD's regions. The President will be elected by the full membership. The Vice-President and Secretary/Treasurer will be selected from the Regional Representatives between themselves.

Section 2 Powers and Duties of the President

- A. The President shall coordinate the affairs of the ACED on behalf of its members and shall have the duty to carry out the functions and responsibilities or lead coordination of such duties, including maintaining the signed Operational Agreement with NACD.
- B. The President shall disseminate information through the Regional Representatives as required by the Bylaws and the NACD requirements for Affiliated Organizations.
- C. The President will serve, as appropriate, as contact for communications and representative coordinator with partners.

Section 2 Number of Regional Representatives

The Regional Representatives shall be elected by the Executive Directors for each of the state/territory associations within that region.

Section 3 Term

- A. The President will serve a two-year term and is eligible for re-election.
- B. Regional Representatives will serve a two-year term and are eligible for re-election.
- C. The Vice-President and Secretary/Treasurer will be elected annually and are eligible for re-election.

Section 4 Elections

- A. The President will be elected by simple majority of the membership present (virtual and in-person) at the Annual Meeting. Their term will start at the conclusion of NACD Annual Meeting. The President term that starts in 2023 will be for three years. The following terms will follow the two-year cycle set forth in the Bylaws.
- B. The Regional Representatives will be selected by their respective region's members by recorded vote as coordinated by the national NACD liaison starting in February 2023. The results of the elections will be a simple majority of the votes returned. After the first year, the Regional Representatives for the following regions: Southeast, South Central and Pacific will be elected on even years. The Regional Representatives for the following regions: Northeast, North Central, Northern Plains and Southwest will be elected on the odd years.

Section 5 Meetings

- A. Business of the ACED may be conducted when needed by conference call or virtually.

- B. Meetings may be called by the President or by the majority of Board Members.
- C. The Annual ACED Membership Meeting shall be held in conjunction with the NACD Annual Meeting.
- D. The President shall consult with the appropriate officers of NACD to avoid any conflict in the activities of the two meetings.
- E. The President shall report to the members at the Annual Meeting on the current and planned activities and programs of the ACED.

Section 6 Notice of Meetings

Reasonable notice stating the place, date, and hour of any regular meetings of the ACED or special meetings shall be delivered personally, electronically, or by mail to each Executive Director.

Section 7 Electronic Meetings

Members of the ACED or any committee designated by the Regional Representatives may participate in a meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting.

Section 8 Resignation and Removal

Whenever, in the judgment of the ACED, the best interests of the organization will be served, any Representative may be removed from their position by the affirmative vote of two-thirds of the Regional Representatives. Any Representative may resign at any time by delivering a written resignation to the President. In the event the President wishes to resign, they will present a letter of resignation to Regional Representatives.

Section 9 Vacancies

In the event a vacancy occurs in any Officer's position, it shall be filled in the following manner until the next annual election:

- A. President - The Regional Representatives shall appoint an interim until a selection vote can be taken at the next Annual Meeting.
- B. Regional Representative – The region will select by vote a replacement as coordinated by the NACD liaison.
- C. Fulfillment of appointed partial terms shall not count toward a Representative's term; appointed Representatives may serve additional full terms subject to any term limitations addressed in Section 3.

Section 10 Duties and Responsibilities of Officers

The Representatives of this Association shall perform those duties which their positions usually entail and shall carry out such other duties as may be assigned to them by the members.

ARTICLE IV. COMMITTEES

Section 1 Committee formation

The Association shall create committees as needed. The President appoints all committee chairs from the membership of the Association based on regional recommendations. Limited term task forces may be appointed by the President at any time with approval by the Regional Representatives.

Section 2 Committees

The President and Regional Representatives will assign committees as needed.

ARTICLE V. INDEMNIFICATION - ACED serves under and follows NACD provisions.

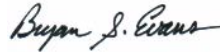
ARTICLE VI. AMENDMENTS

Section 1. Amendments

These Bylaws may be amended by the members of ACED by a two-thirds majority vote of those present and shall remain consistent with NACD. Amendments shall be passed at a meeting of the membership with 30-day notice.

Bylaws approved by consensus of those Executive Directors present

Dated: October 5, 2022



Interim President

Bylaws certified by NACD Board of Directors:

Dated: _____

Secretary, Board of Directors

President, Board of Directors