



Washington Association of Conservation Districts

To: Area Associations of Conservation Districts

From: Tom Salzer, Executive Director

Date: October 9, 2021

Subject: Potential WACD bylaws changes

Background

In recent years, the WACD Board reviews proposed bylaws changes identified by WACD committees or staff and includes them in materials going to all six area associations ahead of the October meetings. Members then review and discuss those proposed changes at area association meetings and their local district, then (if desired) provide comments. This step of advancing proposed changes to area associations does not represent approval by the Board. Rather, it reflects the desire of the Board to hear from members about these ideas.

Feedback from members is used to address shortcomings and improvements in the draft proposals at the Board's November meeting. It is at the November meeting that Board approval is required before any proposed changes are formally presented to the entire Association at the Annual Business Meeting for deliberation and decision.

Five proposals to update and improve WACD bylaws

Following recent practice, the WACD Board of Directors voted at their September meeting to send out five potential bylaw proposals for comment and feedback.

1 – Update Rock Lake CD's name

This May, the Palouse Rock Lake Conservation District completed the necessary documentation to change their name to the Rock Lake CD. The WACD Articles of Incorporation (specifically Article II, Section 4) should be updated to reflect this change.

2 – Lengthen Officer Terms of Service

Length of WACD officer terms was a frequent topic at board meetings in 2020 and at the Annual Business Meeting. That interest continued throughout 2021. This year however, the circumstances are somewhat different and with the benefit of additional time to reflect on the desired course when it comes to WACD officer terms of service.

As background, Part V Section 4 of the WACD bylaws describes the terms for each of the officer positions:

Section 4. Each officer shall take office at the close of the last session at the regular annual meeting of the Association and shall serve a term as follows:

(a) The President shall serve a one-year term and may stand once for reelection to a second consecutive one-year term (maximum two consecutive years if reelected). In the absence of a sitting Vice President, the President may stand for an additional one-year term (this provision will be removed at the conclusion of the 2021 annual meeting).

(b) The Vice-President shall serve a one-year term and may stand once for reelection to a second consecutive one-year term (maximum two consecutive years if reelected).

(c) The Secretary shall serve a two-year term and may stand once for reelection to a second consecutive two-year term (maximum four consecutive years if reelected).

(d) The Treasurer shall serve a two-year term and may stand once for reelection to a second consecutive two-year term (maximum four consecutive years if reelected).

(e) The National Director shall serve a two-year term and may stand three times for reelection to a fourth consecutive two-year term (maximum eight consecutive years if reelected).

Several potential options are available for consideration:

- A. Lengthen the term for President and Vice President from one year to two years, with the option to stand for reelection only once, for a maximum time in office of four years. The reason for this is to give the President and Vice President sufficient time in office to initiate strategies and see them through. Moving the President and Vice President to two-year terms also aligns term length with all other officers, except that the National Director may be re-elected three times.
- B. Lengthen the President and Vice President terms to two years, without the option to stand for reelection, for a maximum time in office of two years. The same rationale as in option A applies for option B, except that the President and Vice President could not be re-elected.
- C. Retain the current length of term for the offices of President and Vice President at one year but allow for additional reelections without term limits. This option may provide the maximum flexibility for the Association to make changes in officer positions while also allowing retention of officers who are meeting the needs of members.

Additionally, it was suggested that for options A and B, any changes in term length not take effect until 2022. This would yield staggered terms for WACD officers and provide for more continuity of experience over time among the officer corps. With this provision, the WACD President and Vice President would be elected in even years, while the Treasurer, Secretary, and National Director be elected in odd years.

3 - Ensure representation of non-dues paying WACD member districts

The WACD bylaws are silent on the topic of non-dues paying districts, only addressing those districts who pay dues and those who expressly decline membership. These creates a gap: districts who do not pay dues and have not declined membership. This proposed change would consider such districts to be members of WACD, eligible to receive basic services and representation from the Association, while dues-paying districts would be members in good standing eligible to receive all benefits and services made available by WACD.

WACD's most fundamental work benefits conservation districts whether they pay dues or not. For example, WACD's government advocacy at the state and federal level cannot be separated into work that benefits only conservation districts that pay dues; ultimately, this work benefits all districts. Similarly, information sharing and relationship building benefits all conservation districts. It is not feasible to segregate these activities so that only dues-paying members receive these services and benefits. Therefore, WACD should consider that all districts formed under the authority describe in RCW 89.08 are members unless membership has been expressly declined.

This does not mean that all members are eligible to receive all services from WACD. Additional services that benefit districts may emerge as WACD continues to build capacity. Increased capacity requires investment and it is dues-paying member districts that fund those investments. An example is the WACD Plant Materials Center where the substantial investment has been made to benefit conservation districts is now providing benefits. Conservation districts receive a discounted rate compared to non-members in recognition of their investment in this mutually beneficial activity. Dues-paying members should benefit from the discounted rate and receive preference in ordering because they are investors in the WACD Plant Materials Center.

Similarly, future services could be made available to dues-paying members, such as: facilitation services; providing temporary employees to fill staff vacancies; fundraising and grant writing; and provision of technological services such as email and file sharing. Members would not enjoy access to these services; dues-paying members (members in good standing) would have access because they are investing in these helpful activities that are designed to make business conditions better for them.

The proposal is to strike subsections a and b in Part III Section of the WACD bylaws and replace them with new sections a, b, c, and d as shown below:

Part III Section 1. Annual District Dues to WACD.

~~*(a) Every conservation district in Washington State shall be considered whose dues are fully paid for the current fiscal year at the commencement of the WACD Annual Meeting shall be deemed to be a member of this Association, unless membership is expressly declined by the conservation district by written notice to the Association.*~~

~~*(b) The dues for each member district is \$3,888.89. The Association, by June 15 of each year, shall provide each conservation district with notification of this amount.*~~

(a) Every conservation district formed under RCW 89.08 shall be deemed to be a member of this Association, unless membership is expressly declined by the conservation district by written notice delivered to the Association.

(b) Every conservation district whose dues are fully paid for the current fiscal year at the commencement of the WACD Annual Meeting shall be considered to be a member in good standing. Association Voting Members must be officials of a conservation district as defined in Part III Section 2 of these bylaws and their conservation district must be a WACD member in good standing.

(c) The maximum dues that may be levied for each member district is \$3,888.89 per year. The Association, by June 15 of each year, shall provide each conservation district with notification of this amount.

(d) The Association may request additional supporting dues that exceed the maximum dues level. Supporting dues may be limited to explicit uses as presented to member districts by the Association. Supporting dues are optional and do not affect membership or voting rights.

4 – Creation of a Standing Committee dedicated to Long-Term Sustainable District Funding

Long-term funding has long been a primary goal for WACD’s member conservation districts. Many district resolutions brought forward to WACD’s Annual Business Meeting each year reflect this need, yet meaningful change has not been forthcoming. In recognition of this need and to assure continued work toward this goal, a permanent committee should be created. This committee should be added to the list of permanent committees as described in Part XII Section 2 of the WACD bylaws.

5 – More Participation at Annual Business Meetings

With the mass adoption of virtual business meetings for conservation districts in 2020 due to the pandemic, the question was put forward via resolution to enshrine virtual participation and voting at the WACD Annual Business Meeting.

Though the resolution failed to meet the two-thirds majority required for adoption, the question of virtual participation is still a topic of interest. It would likely increase participation by reducing the traditional barriers to in-person attendance: cost and travel. After a year and more of experience with virtual participation of local district boards, and with the 2021 Annual Business Meeting combining in-person and virtual participation, the Board is requesting comments on revisiting this topic.