

Foundation By-Laws of the Association of Illinois Soil and Water Conservation Districts

ARTICLE I

NAME

The name of this not for profit corporation shall be ILLINOIS SOIL AND WATER CONSERVATION DISTRICTS FOUNDATION.

ARTICLE II

MISSION STATEMENT

The mission of the Association of Illinois Soil & Water Conservation Districts (AISWCD) Foundation is to secure funds for the support and enhancement of the District's goals to provide clean water and healthy soil.

ARTICLE III

PURPOSES

The purposes of the Foundation shall be as follows:

To assist in developing and furthering the interest, objectives and purposes of the Association of Illinois Soil and Water Conservation Districts; to promote ~~state wide~~ clean water, healthy soil ~~initiative~~, 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 and energy water waste; including for all such purposes the making of distributions to 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.

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the foundation 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 Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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 Foundation shall not carry on any other activities not permitted to be carried on (a) by a Foundation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a foundation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

with the
AISWCD Board -

Board of Director members (Board Directors) and Alternate Board of Director members (Alternate Board Directors) who are currently serving as duly elected members of a governing body of an Illinois Soil and Water Conservation District in good standing. In addition, the Board will include four (4) At Large Board of Director members (At Large Board Directors). The four (4) At Large Board Directors shall be nominated and approved by the four (4) Area Board Directors and AISWCD President representing the AISWCD. The four (4) At Large Board Directors can be from Auxiliary, Illinois Soil and Water Conservation District Employees Association, Foundation donors, advisors, corporations, or community members. ~~the Executive Committee of the Foundation shall consist of the President, Vice President, Secretary, Treasurer, four (4) Area Vice Presidents, The immediate past president of the AISWCD if currently serving as a duly elected member of a governing body of an Illinois Soil and Water Conservation District in good standing, NACD Director and Alternate, NACD Officer (when applicable), President of the Auxiliary and Co Chairs of the Illinois Soil and Water Conservation District Employees Association. For the purpose of coordinating the work of the Officers of the Foundation, the State shall be divided into four (4) Areas. An Area Vice President and an Alternate shall be nominated by the active voting membership of each Area, and confirmed by the active voting membership of the Foundation at the Annual Meeting.~~

ARTICLE V

PERSONNEL OF THE FOUNDATION

The governing body of the Foundation shall have full authority to hire personnel to fulfil the needs of the Foundation. Personnel may be managerial or administrative at the discretion of the Foundation Board of Directors. The Foundation Board of Directors has the authority to enter into a memorandum of understanding with the AISWCD to contract managerial and administrative duties.

ARTICLE VI

OFFICES

The Foundation shall have and continuously maintain in this State a registered office and a registered agent whose office is identical with such registered office and shall have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE VII

MEMBERS

The membership of the Foundation shall consist of two classes as follows:

- A. Active voting members shall be all the Soil and Water Conservation Districts of Illinois incorporated as separate corporate bodies under an Enabling Act of the laws of the State of Illinois and who are duly qualified members of the Association of Illinois Soil and Water Conservation Districts. Each shall be

Section 6 **Qualifications.** The qualifications for a voting delegate to the membership meeting of the Foundation shall be that they must be District Directors appointed by a District governing body in good standing.

Section 7 **Voting.** Each voting member shall be entitled to one vote on each matter submitted to a vote of the members. Each such member may vote in person or by proxy executed in writing by a member or by his or her duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Foundation before or at the time of the meeting.

ARTICLE IX

DIRECTORS

Section 1 **General Powers.** The business, property and affairs of the Foundation shall be managed by its Board of Directors.

Section 2 **Number, Tenure and Qualifications.** The Board of Director members of the Foundation shall consist of ~~sixteen (16)~~ nine (9) persons who shall hold their office for a two (2) year term. Four (4) Area Board Directors and four Alternate Board Directors representing the Illinois Soil and Water Conservation Districts shall be elected by the members of the Foundation at the annual meeting. The AISWCD President shall also hold the office of Foundation President. The At Large Board Directors shall be nominated and approved by the four (4) Area Board Directors and AISWCD President. ~~and the Executive Committee (see Article 3, Section 3), The President, 4 Area Vice Presidents, and NACD Director shall hold their directorship for two (2) years or during the term of their respective office, whichever is less. The Vice President, Secretary, Treasurer, President of the Auxiliary and Co-Chair of the Illinois Soil and Water Conservation District Employees Association shall hold their directorship for one (1) year term or the term of their respective office, whichever is less.~~ All Board Directors shall hold office after his or her election or appointment or until his or her successor shall have been elected and qualified (except in the case of resignation or removal). A majority of the members of the Foundation Board shall have the power at any meeting to remove any Director for cause and fill the vacancy and thereupon the Board of Director members so removed shall cease to be a Board of Director member. A Board Director must be a duly elected member of a governing body of a Soil and Water Conservation District in good standing in Illinois at the time he or she is elected or appointed.

Section 3 **Nomination of Directors.** The ~~sixteen (16)~~ four (4) Area Board Directors and four (4) Alternate Board Directors elected by the members shall be nominated by members of each Council Area prior to the annual meeting and their names and addresses shall be certified to the Secretary two (2) weeks prior to the annual meeting. ~~Sixteen (16) alternate directors shall be nominated by each Council and shall qualify and be elected in the same manner as directors but shall serve only in the event of the inability or absence of the duly elected director.~~ The initial election shall be held at the 2018 annual meeting. Area One and Area Three will elect Board Directors

ARTICLE X

OFFICERS

- Section 1** **Number.** The officers of the Foundation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may be elected or appointed by the Board of Directors.
- Section 2** **Election and Qualification of Officers.** The officers of the Foundation—Vice President, Secretary and Treasurer—shall be elected by the Board of Directors at their annual meeting except the first officers who shall be elected at the first meeting of the Board. The President of the AISWCD shall also hold the office of President of the Foundation. ~~The President Vice President, Secretary and the Treasurer need not be members of the Board of Directors.~~ The term of the President shall be two (2) years. The term of the Vice President, Secretary and Treasurer shall be one (1) year. All officers shall hold their office until their successors shall have been duly elected and qualified.
- Section 3** **Vacancies.** A vacancy in any office (with the exception of the office of President) because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.
- Section 4** **The President.** Under the authority and subject to the direction of the Board of Directors, the President shall be the principal executive officer of the Foundation and shall in general supervise and control all of the business and affairs of the Foundation. He shall preside at all meetings of committees designated by the Board of Directors and in general shall perform all duties incident to the office of President and all duties which the Board of Directors may prescribe from time to time. He shall be responsible directly to the Board of Directors. He shall carry out or cause to be carried out all the policies of the Foundation.
- Section 5** **Vice President.** In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.
- Section 6** **The Treasurer.** The Treasurer shall: (a) have custody of all Foundation funds and securities and shall keep in books belonging to the Foundation full and accurate accounts of all receipts and disbursements; he shall deposit all moneys, securities and other valuable effects in the name of the Foundation in such depositories as may be designated for that purpose by the Board of Directors. He shall disburse the funds of the Foundation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at

ARTICLE XIV

WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or any statutes of the State of Illinois relating to corporations not for pecuniary profit, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

ARTICLE XV

AMENDMENTS

The By-Laws of the Foundation may be amended, repealed or altered at any annual, regular or special meeting of the Foundation by the affirmative vote of a majority of the active voting members in attendance, due notice of such meeting having been given, provided that the purpose of such amendment to the By-laws and a brief statement of the proposed amendment shall be included in the notice of the meeting. The By-Laws may also be amended, repealed or altered at any regular meeting of the Board of Directors of the Foundation, where all Board Directors (or Alternate Directors) are present, by an affirmative vote of 75% of the Board of Directors then holding office. ~~by an affirmative vote of two-thirds of the Board members then holding office.~~ Any amendment adopted by the members shall take precedence over the amendment adopted by the Board of Directors. Any amendment of the By-Laws by the Board of Directors shall be reported to the members at the next regular meeting of the members following the action of the Board of Directors.

ARTICLE XVI

FISCAL YEAR

The fiscal year of the Foundation shall begin with the first day of January in each year and end on the thirty-first day of December in each year.

ARTICLE XVII

ORDER OF BUSINESS

The proceedings of the Foundation shall be conducted under and pursuant to Roberts Rules of Order, except as otherwise provided herein.

ARTICLE XVIII

COUNCILS

~~The Soil and Water Conservation Districts of the State of Illinois shall be grouped into sixteen (16) Councils:~~

Area #1 _____ Councils 1 2 3 16
Area #2 _____ Councils 4 5 8 9
Area #3 _____ Councils 6 7 10
Area #4 _____ Councils 11 12 13 14 15

ARTICLE XIX

INDEMNIFICATION

The Foundation shall indemnify any and all of its Directors or officers or former Directors or officers or any person who may have served at its request or by its election as a Director or officer of another corporation, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Directors or a Director or officer of the Foundation or of such other corporation, except in relation to matters as to which any such Director or officer or former Director or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by agreement predicated on existence of such liability.

The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

Revised and Approved
July 28, 2003

Revised and Approved
August 2, 2004

Revised and Approved
June 7, 2005

Revised and Approved
July 23, 2009

Revised and Approved
June 5, 2018

Steve Stierwalt
AISWCD President

Name
Attest, Title