



Virginia Association of Soil and Water Conservation Districts
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October 1, 2015

To: Soil & Water Conservation District Chairmen
From: Richard Chaffin, VASWCD President
Re: VASWCD Articles of Incorporation & Bylaws

As required by the VASWCD bylaws, the email to both the 'director' and 'alldistrict' email list serves along with the mailed letter to each SWCD District Chair shall serve as written notice of a proposed change to the bylaws of the Virginia Association of Soil and Water Conservation Districts (VASWCD), to be presented to the Association membership for approval at the VASWCD Annual Business Meeting, December 8, 2015 at The Omni Hotel in downtown Richmond.

On September 23, 2015 during the Third Quarter Board meeting held in Richmond, Virginia, a director brought forward a proposed bylaw amendment related to Article 8: VASWCD Board of Directors. The proposed amendment language stated that that "No person shall serve in more than one position as an Association Officer or Area Chair or Vice-Chair, and in Association Board meetings no person shall cast more than one vote." After discussion of the VASWCD Board and in accordance with the rules for Bylaws changes, the VASWCD Board voted to support the recommendation and advance to the full membership, amending Article 8, inserting this new language, as stated above, as item c. and shifting current item c. to a new item d. These changes are also noted on the enclosed proposed bylaw revision handout. Only this Article and Section would be impacted by the proposed request. A full copy of the VASWCD Articles and Bylaws can be reviewed on the VASWCD website at <http://vaswcd.org/constitution>.

Formal action on this proposed change must occur by Association members during the Annual Business Meeting for the VASWCD, Tuesday afternoon, December 8, 2015, at the Omni Hotel in downtown Richmond, site of the 2015 Annual Meeting of the VASWCD. I sincerely hope you and your fellow Directors are planning to attend. As important, additional items including approval of the legislative agenda, review and renewal of the VASWCD policy book which includes consideration of a new fracking policy of which a sub-committee has been working on and reporting out since the 2014 annual meeting will also be considered. These materials and all items to be discussed during the business meeting are available at <http://vaswcd.org/board-meetings>. This site will be updated with additional business meeting information in coming weeks.

Please share this proposed By-law recommendations with your fellow district Board members. If you have questions, comments or concerns, please share these thoughts prior to our Annual Meeting by contacting Kendall Tyree, VASWCD Executive Director, by email at kendall.tyree@vaswcd.org, or by phone at 1-800-727-6354.

Enclosure – Bylaw Amendment Proposal to Article 8

Proposed Bylaw Change for Discussion & Vote at VASWCD 2015 Annual Meeting

Article 8 – Board of Directors

- a. The Association Officers and the Area Chairs shall constitute the Board of Directors, with authority to act for the Association when it is not in regular session. All actions taken by the Board must be ratified by Association members at the following annual meeting or at a special meeting called for the purpose of approving or ratifying specific actions previously taken by the Board of Directors. If an Area Chair is unable to attend a Board of Directors meeting, then the Area Vice Chair may represent the Area. As a Board member, each Area Chair shall serve on at least one standing committee of the VASWCD.
- b. The President, 1st Vice President, 2nd Vice President, Secretary/Treasurer, NACD Board Representative, and the immediate Past President shall constitute the Executive Committee and shall be empowered by the Board of Directors to act on behalf of the Board when it is not in session. All actions taken by the Executive Committee must be ratified by the Board at the following Board meeting.
- c. No person shall serve in more than one position as an Association Officer or Area Chair or Vice-Chair, and in Association Board meetings no person shall cast more than one vote.
- e.d. If a member of the Board of Directors is appointed to the Virginia Soil and Water Conservation Board, then he/she must resign from the Association director position.