

BYLAWS

Colonial Soil and Water Conservation District

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Charles Carter, Chairman of the Board

Bylaws
Colonial Soil and Water Conservation District

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Article I

Name

Colonial Soil and Water Conservation District (CSWCD)

Article II

Purpose of Organization

- A. Protect our natural resources to meet the needs for our children and future generations
- B. This purpose is to be achieved by cooperating, communicating, and educating landowners and operators, government agencies, schools, businesses, corporations, and civic groups to preserve and protect our natural resources. Also, by being responsible stewards in using funds for providing technical and financial assistance.

Article III

Board of Directors

- A. Directors
 - 1. The CSWCD will be composed of 2 directors from each locality including, New Kent, Charles City, James City, York and the City of Williamsburg. An extension agent and an at-large director recommended by CSWCD subject to approval of the Virginia Soil and Water Conservation Board (VSWCB) for a total of 12 directors.
 - 2. Up to two directors are elected from each member locality by registered voters in the General Election and serve for a term of four years.
 - 3. Directors have full voting rights on the Board.
 - 4. As provided in § 10.1.536 of the Code of Virginia the Board of Directors may remove any district director for neglect of duty (i.e.
 - a. failing to participate in governance of the board defined as a Director failing to attend three consecutive Board meetings or three consecutive meetings of any standing committee to which the Director has been assigned per section 6 below
 - b. failing to perform required individual official duties as defined by Code of Virginia or by CSWCD contract with other organizations
 - c. malfeasance in office (e.g. harassment as defined in law or other acts contravening these Bylaws and detrimental to either CSWCD or its mission)) by following the process defined therein.

5. Resigning Directors must do so in writing to the Chair of CSWCD Board of Directors.
6. Directors will be assigned to and are required to serve on at least two standing committees.
7. Directors must disclose any involvement in state, federal or locality advisory committees and/or organizations that have a direct effect or perceived direct effect on the CSWCD. Board members may be required to provide regular reports on the activities, proposals and issues associated with their involvement with such groups.
8. Any vacancies may be filled by an appointment by the majority of the Board, following a recommendation to the Board by the Nominating Committee. Such appointment will be an interim position expiring at the end of the vacating Directors term of office. Upon knowledge of a vacancy, the Board shall instruct the Nominating Committee to begin the process of filling a Board vacancy. Interim Directors shall have all powers, duties and responsibilities as an elected Director, upon successful completion of all statutory requirements.
9. Though directors may perform staff functions, they may not receive compensation for such work and may only be compensated for expenses, including travel expenses, not to exceed amounts provided by law for state officials.
10. Queries from media and outside entities shall be referred to the District Manager for a formal CSWCD response. As advocates for the District, Directors may express views but need to clearly identify that they are expressing their personal opinions not speaking for the District. Furthermore, they should be sensitive to possible impact of their statements on the CSWCD and its mission by virtue of their role.

B. Duties of the Board of Directors

In addition to the duties specified in by VA Code 10.1-5291 the following duties shall apply:

1. Appoint committees.
2. Hire and fire district employees, develop and review staffing patterns, job descriptions, compensation packages and performance evaluations.
3. Develop annual plans of work, due the Board meeting prior to the first meeting of the fiscal year and approved by a majority vote.
4. Develop a four-year strategic plan due the Board meeting prior to the end of the calendar year following the election of Directors and approved by a majority vote.
5. Develop the annual budget due the Board meeting prior to the first meeting of the fiscal year, approved by a majority vote.
6. Submit reports to relevant government agencies.
7. Complete a biannual audit of the district as required by the Virginia Department of Conservation and Recreation.

C. Associate Directors

1. The Board may appoint members as Associate Directors by a majority vote of the board. Associate directors are individuals who are interested in promoting the long-range goals and objectives of the district and therefore shall be assigned to appropriate standing committee(s).
2. Associate Directors may neither make motions to the Board of Directors nor vote on any motion before the Board.
3. Associate directors may be appointed at any meeting of the board. Associate directors shall be appointed for a term expiring at the term of the appointing Board, i.e. in the next fiscal year divisible by 4. They may be re-appointed for four-year terms thereafter.
4. Associate Directors may be removed for the reasons and by the process specified for Directors in Article III Section A 4.
5. Though Associate Directors may perform staff functions, they may not receive compensation for such work and may only be compensated for expenses, including travel expenses, not to exceed amounts provided by law for state officials.
6. Queries from media and outside entities shall be referred to the District Manager for a formal CSWCD response. As advocates for the District, Associate Directors may express views but need to clearly identify that they are expressing their personal opinions not speaking for the District. Furthermore, they should be sensitive to possible impact of their statements on the CSWCD and its mission by virtue of their role.

Article IV

Selection of Officers

- A. Officers of the Board of Directors shall consist of a Chair, Vice Chair, Treasurer, and Secretary, all of whom will serve for a term of one (1) year.
- B. Nominating Policy
 1. Nomination of Officers for the following calendar year shall be made from an ad hoc Nominating Committee to the Board no later than the last regularly scheduled meeting of each calendar year, except the year in which Directors are elected. See Article VIII A. through C. for selection of officers for the calendar year following an election year. Election of officers shall follow immediately.
 2. The ad hoc Nominating Committee will present a slate of officers with one officer per position.
 3. Additional nominations may be made from the floor at this meeting, provided the nominee agrees to serve, if elected.
 4. If more than one nominee is submitted for a position, a secret ballot will be used.

5. A vote of acclamation may be made in lieu of secret ballot when only one nominee per office is considered.
 6. During election of the Chair, the Vice Chair shall preside, pursuant to this section.
 7. Following election of the Chair, the Chair will conduct the election of the Vice Chair, Treasurer, and Secretary of the Board of Directors.
- C. All officers shall have a term of one (1) calendar year, without limitation on reelection.
- D. The Chair shall make appointments to all committees of the Board of Directors, as established by the Board of Directors, effective at the January Board of Directors meeting each year. The Chair will make all committee appointments by January 1, except the year in which Directors are elected. See Article VIII section D for committee appointments for the calendar year following an election year.

Article V

Duties of Officers

- A. The Chair shall:
1. preside at all District Board meetings;
 2. make Board committee appointments;
 3. work closely with the District Manager and approve agendas for all District Board meetings; and
 4. carry out such other duties as assigned by the Board.
- B. The Vice-Chair shall assume the duties of Chair in the Chair's absence or inability to act.
- C. The Treasurer will oversee District accounting and serve as the Primary Public Official on LGIP account(s).
- D. The Secretary will oversee the recordation of minutes of Board of Directors meetings which are taken by staff as designated by the District Manager. And shall assume the duties of Chair in the absence or inability to act on the part of both the Chair and Vice-Chair.
- E. The Secretary and Treasurer may be combined into one position.
- F. The Board reserves the right to ask an officer to step down with prior notice and a majority vote.

Article VI

Committees

Each standing committee, once established by the Board of Directors, shall consist of at least

three (3) persons which may consist of directors, associate directors, staff, or other resource persons, appointed by the Chair to take effect January 1st, except the year in which Directors are elected. Each member appointed to a standing committee shall have voting rights on the standing committee except District staff persons; except that District staff members shall have the right to vote on the Technical Review Committee (TRC). The Chair of the Board shall fill a vacancy in the committee when a member resigns from the committee or the Board.

- A. The CSWCD shall have as a minimum of the following committees: Agriculture, Executive Outreach/Education, Operations (covering personnel and financial matters), , Urban, and an ad hoc Nominating Committee assembled as needed, usually at the end of the CY to facilitate the election of District Officers. See appendix A for standing committee responsibilities.
- B. The Board may designate one or more additional committees, to serve at the pleasure of the Board to assist in performing district duties.
- C. Associate Directors including those with no affiliation may serve and be encouraged to serve as members of committees.
- D. There shall be at least one Director on each committee.
- E. Committees shall perform all responsibilities and duties explicitly assigned it by Bylaws and Board, the Board may not delegate any of its statutory duties to committees nor delegate the power to terminate employee(s) to any committee. Unless the Board of Directors, at a regularly scheduled or special board meeting, explicitly authorize to the contrary, no committee of the Board may commit resources of the District, approve an action on behalf of the District other than those obligated under contract(s), or assume an obligation on behalf of the District.
- F. Upon the creation of a committee, the Board shall outline its responsibilities, duties, tasks and authority with enough specificity to make its role clear and assign the appropriate staff.
- G. The Board may unilaterally revoke any delegated activity or decision-making authority it has given to any Board created committee at any time.
- H. Each committee will be responsible for recording and submitting meeting minutes to the District Manager for inclusion into the Board of Directors agenda for Board review.

Article VII

Agenda Preparation Policy

- A. The District Manager shall prepare an agenda for each Regular Business Meeting of the Board of Directors. Directors, staff, and others may submit to the District Manager items for the agenda at any time prior to Noon Monday, one (1) week preceding the regular

meeting to which such item relates. All agenda items shall be approved by the Chair or his designee.

- B. The agenda shall be distributed electronically to Directors and be available at the CSWCD office not later than close of business three business days preceding the meeting to which it relates.

Article VIII

Meetings

- A. Organizational Meeting – The first meeting of the year following the election of Directors shall be held within ten (10) days of the beginning of their term at such time and place as shall be fixed by the Board. In other years the meeting in which officers are elected shall serve as the organizational meeting for the following year.
- B. The following shall be addressed at the organizational meeting: election of Officers, schedule and location of Regular Business Meetings, methods(s) of public notification of meetings, establishment of additional standing committees of the Board of Directors, and any other organizational matter the Board decides to address.
- C. The first order of organizational business shall be election of officers.
 - 1. During election of the Chair, the following shall preside, the prior Chair if reelected as Director, otherwise the prior Vice-Chair if reelected as Director, otherwise the most senior reelected Director, if no Director has been reelected then the District Manager.
 - 2. Following election of the Chair, the Chair will conduct the election of the Vice Chair, Treasurer, and Secretary of the Board of Directors.
 - 3. Nominations will be made from the floor at this meeting, provided the nominee agrees to serve, if elected.
 - 4. If more than one nominee is submitted for a position, a secret ballot will be used.
 - 5. A vote of acclamation may be made in lieu of secret ballot when only one nominee per office is considered.
- D. The Chair elected for the year following the election of Directors will make all committee appointments; no later than the first Regular Business Meeting.
- E. Quorum- A majority of the voting directors shall constitute a quorum for the transaction of business. Any act or decision done or made by a majority of the directors present at a meeting duly held at the time a quorum is present, shall be regarded as an act or decision of the District, subject to the provision of law.

- F. Directors participating by telephone or other electronic device may not contribute to a quorum for any decision or act.
- G. The presiding officer shall preserve order and decorum at meetings of the Board of Directors.
- H. Regular Business Meeting -The Board of Directors shall prescribe the meeting location and/or time in compliance with Code of Virginia Section 15.1-536, (1950), as amended.
- I. When a regular meeting of the Board of Directors falls on a legal holiday, or in the event of inclement weather, the meeting shall be held or not held at the discretion of the Chair.
- J. Special Meetings -The Board of Directors may hold special meetings, as it deems necessary. With 72-hour e-mail notice to all Directors, any three (3) members may call a special meeting of the Board of Directors in accordance with Code of Virginia Section 15.1-538, (1950), as amended. The e-mail notification shall be promptly followed up by an attempt to confirm via telephone calls that all Directors are aware of the special meeting

Only matters specified shall be discussed. The Board of Directors shall give public notice of the time, place, and purpose of the meeting.
- K. Closed Sessions shall be convened in compliance with Code of Virginia Section 2.2- 3711. (A)(1-27), (1950), as amended.
- L. Motions/Minutes
 - 1. Any District Director shall be entitled to “move” or “second” any questions for any action by the Board of Directors.
 - 2. All motions except those reported from a Committee provided that at least one Director was present for the committee action shall be duly seconded prior to discussion.
 - 3. All motions except those reported from a Committee provided that at least one Director was present for the committee action shall be duly seconded prior to being voted.
 - 4. When a question is under discussion, only a privileged motion shall be received; amend to commit, to postpone, for the previous question, substitute motion, to table, or motion to adjourn.
 - 5. A substitute motion shall be allowed to amend any proper motion on the floor; it takes precedence over existing motion and may be discussed prior to being voted on. The substitute motion must be voted first, and if not disposed by the substitute, the former motion is voted second. A second substitute motion is allowed after action on the first substitute motion, with no more than two substitute motions allowed.
 - 6. When a vote upon any question has been announced, it may be raised for reconsideration by a member of the prevailing side at the Board of Directors session of the voted action or the next immediate Board of Directors regular meeting.

7. In accordance with the Virginia Freedom of Information Act, the District shall maintain a permanent record of all minutes, recordings, and activities of the Board of Directors in open session as public property.
 8. The District Manager shall keep and maintain a permanent file book made of paper or “hard” form of all district policies and procedures.
 9. Draft minutes from each Board of Directors meeting shall be sent to District Directors and be submitted to the Board for their approval in a timely manner.
- M. The Chair may choose a voice vote or show of hands. Any member may call for a roll call vote of the Board of Directors, and all votes, including “*Abstentions*,” shall be identified in the minutes of the meeting.
- N. Members need not rise while speaking.
- O. The Chair may speak in discussion without rising or relinquishing the Chair.
- P. Informal discussion of a subject is permitted while no motion is pending.
- Q. Meetings of the Board of Directors and its committees shall sit with open doors and all persons conducting themselves in an orderly manner may attend the meetings; however, the Board may hold closed sessions as permitted by law and when deemed necessary by a majority vote of the Board.
- R. Any matter not on the agenda shall not be considered except at the discretion of the Chair. Any matter not listed on the agenda shall not be acted upon over the objection of any three members present.
- S. For any special meeting, the business to be discussed shall be stated in the call for such meeting. The Chair or Meeting Moderator shall prepare a written agenda listing all items to be considered for every special meeting. No other business shall be discussed or acted upon over the objection of any member present.
- T. At a meeting of the Board of Directors, a motion to adjourn shall always be in order.
- U. All correspondence concerning CSWCD business will be on official stationery and file copies shall be maintained in the District Office. All correspondence, other than routine correspondence by district staff necessary to carry out their assigned responsibilities, shall be signed by the Chair, Vice Chair, Treasurer or District Manager or their designee as required or appropriate. No letter written by a Director on official stationery and signed by the Director shall be forwarded without prior board approval, which may be of a general nature or for an identified purpose, except when time is of the essence and they may be forwarded with the approval of the Chair, Vice Chair or their designee.

Article X

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt.

Article XI

Amendment of Bylaws

These Bylaws and Rules of Procedure may be amended by majority vote of District Directors currently in office, provided that the proposed amendment may not be voted on unless the text thereof shall have been presented to the Board of Directors at a previous Board of Directors meeting, at which the date for a vote on the proposed amendment had been established. Any proposed amendment shall be subject to further amendment at the meeting at which the vote is taken.

APPENDIX

COMMITTEE RESPONSIBILITIES

Revised August 24, 2021

Agriculture Committee

The Agriculture Committee will have the primary responsibility of advising the District Board on agricultural and forestry issues and programs including:

- A. The Virginia Agricultural Cost Share Program (VACS)
 - 1. Secondary Considerations
 - 2. Payment limitations
 - 3. Sign-up deadlines
 - 4. Application ranking and approval
 - 5. Appeals and corrective action
- B. Potential opportunities to further the district's agriculture objectives including
 - 1. Competitive grants
 - 2. Partnerships with other agencies or NGOs
- C. Review and make recommendations regarding USDA Conservation Plans as well as Virginia's Soil & Water Quality Conservation Plans.
- D. Agricultural Stewardship Act (ASA) complaints and investigations.
- E. Review of agricultural issues or items to be included in District's Annual Plan of Work to include coordination of budget requests to the District's Finance Committee for special projects and/or initiatives.
- F. Review of progress on the Agricultural portions of the District's Annual Plan of Work and Strategic Plan.

Outreach Education Committee

The Outreach Education Committee will have the primary responsibility for advising the District Board on outreach education issues and programs, including:

- A. Potential opportunities to further the district's outreach educational goals and objectives:
 - 1. Availability of competitive grants
 - 2. Partnerships with other agencies or NGOs
 - 3. Development of relationships with local/state print, tv, radio, and digital media outlets
 - 4. Volunteer Opportunities
- B. Opportunities to work with area public and private schools, colleges, and universities
 - 1. Seek opportunities to collaborate, provide programming
 - 2. Assist with Local, Area, and Statewide Envirothon competition(s)
 - 3. Provide information on Camp scholarships including Youth Conservation Camp and Forestry Camp

- C. Outreach educational issues or items to be included in the District's Annual Plan of Work
 - 1. Coordination of budget requests to the District's Finance Committee for special projects and/or initiatives
 - 2. Coordination with other committees to ensure important initiatives receive local/state/national publicity and coverage
- D. The development of the district web site and other digital social media outlets to publicize our programs and organize constituent participation
- E. Coordination and execution of the district recognition banquet
- F. Review the progress of the outreach education portions of the District's Annual Plan of Work and Strategic Plan

Executive Committee

The Executive Committee will have the primary responsibility of acting for the District Board on time sensitive matters, including:

- A. Temporary Actions to address Emergencies due to forces outside of District control. The ability to authorize unbudgeted spending for such temporary actions shall not exceed \$5,000 unless the Board has previously authorized either a broader purpose or higher amount.
- B. Avoidance of default on a contractual obligation(s) resulting from absence of Board action, perhaps due to a lack of quorum.
- C. Authority is delegated to the Executive Committee unless otherwise specified or a special Board Meeting is called and achieves a quorum to act on a Grant application where time is limited to draft a proposal and submit by the deadline, before a regularly scheduled Board meeting.
- D. Negotiation and Execution of contracts and other agreements when delegated and authorized by a Board action.
- E. Such other matters as delegated and authorized by a Board action.
- F. Executive Committee members will consist of the Officers of the Board of Directors.
- G. Succession Planning

Operations Committee

The Operations Committee will have the primary responsibility of advising the District Board on financial matters which may affect the district such as:

- A. Develop the District's annual budget, reviewing and updating as needed.
- B. Identify the District's appropriate Contingency Fund, reviewing and updating as needed.
- C. Interacting with standing committees to develop the District's Annual Plan of Work to include integration of budget requests from standing committees for special projects and/or initiatives.
- D. Make recommendations relative to District purchases, special projects, and employee compensation.
- E. Develop, review, and update, as needed, the Colonial Soil and Water Conservation

- F. District fiscal policies (e.g. Financial, Travel, Grant). Changes to policies will require Board approval.
- G. Review of progress on the financial portions of the District's Annual Plan of Work and Strategic Plan.
- H. Development and review of the district's Annual Plan of Work
- I. Development and review of the long-range plan known as the district's Strategic Plan.
- J. Development and review of director, associate director, and volunteer recruitment.

In addition, the Operations Committee will have the primary responsibility of advising the District Board on matters pertaining to the district staff, including:

- K. Conduct annual performance evaluation of the District Manager.
- L. Confirm staff certifications required under district contracts.
- M. Conduct annual interviews with district staff.
- N. Review and evaluate Colonial Soil and Water Conservation District Personnel Policy. Changes to policy will require Board approval.
- O. Recommend annual compensation and benefits package for district staff.
- P. Serve as Board liaison in hiring/terminating staff.
- Q. Succession planning for staff.
- R. Operations Committee members should consist of a minimum of three directors.

Planning Committee

The Planning Committee will have the primary responsibility of:

- A. Development and review of the district's Annual Plan of Work
- B. Development and review of the long-range plan known as the district's Strategic Plan.
- C. Development and review of director, associate director, and volunteer recruitment.

Nominating Committee

The Nominating Committee will be an ad hoc committee, having the primary responsibility of advising the District Board on matters pertaining to:

- the election of replacement District officers for the second, third, and fourth year of the term of elected Directors who are vacating their elected position
 - the appointment of interim, Associate and at-large District Directors
 - Succession planning for directors, associate directors, et al.
- A. Procedures for filling vacant Board of Director positions other than through general election.
1. Announcement of a CSWCD Board vacancy shall be advertised on the Colonial SWCD website. In addition, notice shall be given to the local city/county which the vacancy has occurred, per State regulations. Notices may also be posted in libraries and other government offices. Letters may also be sent to local civic groups interested in soil and water conservation issues at the discretion of the Committee.
 2. Persons interested in applying for a vacant Board position shall submit to the Nominating Committee a letter of intent (maximum of one page) stating: their desire,

qualifications, and reasons for wanting to serve on the Colonial District Board.

The Nominating Committee will review the letters of intent submitted by all candidates and schedule interviews.

3. Interviews shall be conducted by an ad hoc committee of no less than three members including the Chair of: the Nominating Committee, Board of Directors, and Personnel Committee and members of the Nominating Committee that elect to participate.
4. The candidate selected by the ad hoc committee shall be presented to the Board of Directors for approval. Upon approval of the Board, the candidate shall participate in Board discussions and activities, without voting authority, until the candidate obtains final approval by the Soil and Water Conservation Board and has taken the oath of office. Upon approval of the District Board, the Soil and Water Conservation Board, and oath of office, the candidate will serve out the unexpired term of the replaced Director. All discussions pertaining to candidates by any committee, or the Board of Directors shall occur in closed session.
5. Following the closed session, the Board of Directors will vote on candidates in open session, with a decision duly recorded in the minutes.

Urban Committee

The Urban Committee will have the primary responsibility of advising the District Board on matters and issues which may affect the district's urban programs and initiatives including:

- A. Provide input to & oversight of Urban oriented: grant funding applications, grant/contract execution and efforts (e.g. VCAP, Turf Love, and the Shoreline Evaluation Program).
- B. Potential opportunities to further the district's urban objectives including:
 1. Competitive grants
 2. Partnerships with other agencies or NGOs
- C. Review of urban issues or items to be included in the District's Annual Plan of Work to include coordination of budget requests to the District's Finance Committee for special projects and/or initiatives.
- D. Review of progress on the urban portions of the District's Annual Plan of Work and Strategic Plan.