

BY-LAWS
OF
NATIONAL SPECIAL DISTRICTS ASSOCIATION

(A DISTRICT OF COLUMBIA TAX-EXEMPT NONSTOCK CORPORATION)

ARTICLE I

Offices, Name, and Seal

Section 1. Name. The official name of this organization shall be “National Special Districts Association.” It is hereinafter referred to in these Bylaws as the “Association”.

Section 2. Offices. The principal office of the Association and such other offices as it may establish from time to time shall be located at such place or places, either within or without the District of Columbia, as may be designated by the Board of Directors or by the officers pursuant to authority from the Board of Directors.

Section 3. Seal. The seal of the Corporation, if any, shall be in such form as the Board of Directors prescribes.

ARTICLE II

Purpose

The purpose of the Association is to establish a national association comprised of statewide special district associations, special district organizations that represent particular service types, and other special district stakeholders to enhance their ability to serve their respective members and promote their activities. In addition, the Association’s purpose includes advocating for or against legislation and administrative rules that will impact the Association’s members.

ARTICLE III

Membership

Section 1. This Association shall have members who have a common interest and who wish to promote such common interest. The Association shall be the sole judge of the qualification of a prospective member for membership in the Association as well as the continuing qualifications of its members. The Association shall not discriminate on the basis of race, religion, gender, or other prohibited category under federal or D.C. law, when considering prospective members for membership.

Section 2. Membership Classifications, Representation, and Eligibility. To be eligible for membership in this Association and to continue to hold membership herein, a prospective member must qualify for one of the following membership classifications:

Regular Member - Statewide Special Districts Association or other organization formed as a Coalition.

Description/Eligibility:

- There may be only one Regular Membership per state or territory.
- Regular Members must be a statewide association or entity representing a coalition of special district services regardless of service types, as specified in their bylaws, in the state (e.g., water, sanitation, conservation, fire protection, parks, mosquito abatement, healthcare, ports, etc.)
- The Board of Directors has the discretion to consider membership within the Regular Member application process and membership requires unanimous approval of all Regular Members.

Representation:

- Each Regular Member shall hold one seat and have one vote on the NSDA Board of Directors (staff and/or Board Members from Regular Members may participate in meetings and vote by proxy, as designated by the Regular Member)
- Each Regular Member on the NSDA Board of Directors may be eligible for Board officer positions/Executive Committee
- Each Regular Member may be eligible for committee chair and vice-chair positions
- NSDA Federal Advocacy Committee: Each Regular Member shall hold one (1) seat and have one (1) vote on the NSDA Federal Advocacy Committee.

Associate Member – Single Service Association or Coalition (State/Regional/National)

Description/Eligibility:

- Associate Members must represent special districts from states and territories not represented by a Regular Member of NSDA unless the Associate Member is a regional (i.e., represents multiple states) or national entity OR
- Associate Members must be a statewide, regional, or national organization representing a specific type of special district (e.g., water districts, library districts, fire protection districts, etc.) or a specific service sector whose membership is predominantly special districts or special district officials (e.g., emergency officials, water operators, mosquito and vector control professionals).
- Associate Membership requires majority approval by the NSDA Board of Directors.
- Two or more Associate Members in the same state, representing multiple special district service types in the state may form a coalition or statewide association to participate collectively in NSDA as a Regular Member, subject to the NSDA Regular Member approval process.

Representation:

- Each Associate Member may hold one seat and have one vote on the NSDA Advisory Committee and the Federal Advocacy Committee. Staff and/or Board Members from Associate Members may participate in meetings and vote by proxy, as designated by the Associate Member.
- Eligibility for appointment to other NSDA committees at the discretion of the NSDA Board of Directors

Individual District Member

Description/Eligibility:

- Must be a special district or special purpose district
- If a State has an NSDA Regular or Associate Member, individual special districts must join the Regular or Associate Member representing their respective state to receive NSDA membership benefits.
- If a State does not have a Regular Member or Associate Member of NSDA, individual districts may join as an Individual District Member.
- If a district has joined NSDA as an Individual District Member prior to being represented by a Regular or Associate Member, the district may elect to remain an Individual Member of NSDA and join their state Regular or Associate Member, or to terminate membership with NSDA and join their state Regular or Associate Member and receive NSDA benefits through them.

Representation:

- Eligibility for appointment to NSDA committees/policy groups as appropriate and as approved by the NSDA Board of Directors

Business Affiliate Member

Description/Eligibility:

- Business entity providing services and/or products to special districts

Representation:

- Eligibility for appointment to NSDA operational or policy committees by the NSDA Board of Directors
- Special invitations to NSDA events and meetings as determined by the Board of Directors
- Business affiliate levels may be established by NSDA Board of Directors

Section 3. Election to Membership. Membership in the Association shall be by application. The Board of Directors shall consider the application and approve or deny membership in NSDA., at the next Board meeting.

Section 4. Acceptance and Vesting Membership. Upon the Board of Directors acceptance of an application and the payment of the annual dues, such members shall be vested with all the rights, privileges, and prerogatives of membership in this Association in accordance with their membership classification. The member's acceptance of

membership shall be deemed an acknowledgment of its assent to the objects of this Association and of its intended compliance with all of the provisions of these By-laws.

Section 5. Continuation of Eligibility for Membership. In the event, because of a change in type of practice, or for any other reason, a member's eligibility under these By-laws for membership shall become questionable or cease to exist, such member, or any other member in good standing, shall, within a reasonable time, notify the Board of Directors with respect thereto, whereupon the Board of Directors shall determine whether such person shall be eligible for continued membership in the Association.

ARTICLE IV

Dues, Fees and Assessments

Section 1. The fiscal year of this Association shall be from January 1st to December 31st of each year.

Section 2. Every member, at the time of admission to membership, shall pay the annual dues for the fiscal year in which approved for membership.

Section 3. The annual dues shall be such amount as shall be fixed by the Board of Directors at each Annual Meeting of the Board, and shall become due and payable on or before the first day of January of each year for the following fiscal year.

Section 4. The Board of Directors shall have authority to levy such assessments from time to time as shall be necessary to meet unusual expenditures or to finance a special project or program in furtherance of the purposes of this Association.

ARTICLE V

Suspension and Termination of Membership

Section 1. For Non-payment of Dues.

(a) Any member who fails to pay its dues within sixty (60) days from the due date thereof automatically becomes a suspended member.

(b) A suspended member may not hold any office or position in the Association, serve as a member of any Committee, or attend any meeting, nor shall its name be included in any roster of the Association published while the member is suspended.

(c) Upon failure of a member to pay its dues within three (3) months of the due date thereof, the membership thereupon terminates and its name shall be removed forthwith from the membership rolls of the Association.

(d) The Treasurer or their designee shall notify a member of a prospective suspension or termination of membership for non-payment of dues at the address listed in the roster of the Association at least fifteen (15) days prior to the date of prospective suspension or termination.

Section 2. For Other Causes.

(a) Whenever in the judgment of the Board of Directors a member shall cease to possess the eligibility qualifications set forth in Article III hereof, the Board of Directors, by a vote of a majority of the Board, may terminate and cancel the membership whereupon said member shall be notified of such termination and upon receipt of such notice thereafter may request an appeal before the Board of Directors under the circumstances and in the manner provided in Section (b) of this Section 2.

(b) The Board of Directors may, after a meeting to consider relevant information, suspend or expel any member, individual or organization, for conduct materially and seriously prejudicial or harmful to NSDA purposes and interests.

(c) A notice of the allegations made against the member, together with written notice of the time and place of meeting thereon by the Board of Directors, shall have been served upon the member at least fifteen (15) days prior to said meeting; and, provided, further, that the member shall have the opportunity to present information before said Board. A majority vote of the Board of Directors shall be required for suspension, and a two-thirds vote shall be required for expulsion. A member suspended shall be automatically reinstated at the expiration of the period of suspension. A member expelled may petition for re-admission after the lapse of one (1) year following expulsion and, upon a two-thirds vote of the Directors and the payment of the required past dues, be, by the Board of Directors, re-admitted to membership.

ARTICLE VI

Meeting of Members; Election of Officers and Board of Directors

Section 1. Annual Meeting. The Annual Meeting of this Association shall be held at such time and place as may be selected each year by the Board of Directors. Written notice of the Annual Meeting and of the time and place thereof shall be sent by mail or electronic mail by the Secretary or their designee to the members at least fifteen (15) days in advance of such Annual Meeting.

Section 2. Regular Meetings. This Association may have regular meetings of the Members as called by the President with an annual schedule adopted by the Board of

Directors, with notification provided to the Members no less than 15 days before any regular meeting.

Section 3. Meeting Quorum: A majority of those in attendance shall constitute a quorum at any Meeting of this Association. A majority of the members present voting shall be necessary for the adoption of any matter voted upon at such meeting.

ARTICLE VII

Board of Directors

Section 1. The affairs of the Association shall be managed by a Board of Directors. The Board of Directors shall possess and may exercise, all powers granted to the Association by law, the Articles of Incorporation, and these Bylaws. Each duly elected Director on the Board of Directors shall devote such time to the Board of Directors to ensure that fiduciary duties, i.e., the duty of care, the duty of loyalty and the duty of obedience to federal, state, and local laws, are fulfilled. The Board of Directors shall consist of one (1) person from each Regular Member in good standing as designated by the Regular Member and shall serve a term of two (2) years unless replaced by the Regular Member. Each designated Director shall assume office upon confirmation by the Board of Directors.

Section 2. The Board of Directors shall have general supervision, management, and control of the business affairs and activities of this Association, subject, however, to the provisions of other Sections of these By-laws.

Section 3. Regular meetings of the Board shall be held at such times as the Board by action shall determine, with notification of such meetings provided to Board members no less than 15 days before any regular meeting. The Board may have special meetings of the Board as called by the President, with notification provided to Board members no less than 24 hours before the special meeting.

The authority of the Board of Directors shall extend to, and include, the following powers and authority:

- (a) To fix the annual dues of members.
- (b) To levy special assessments on the members to provide for unusual expenditures or to finance a special project or program in furtherance of the purposes of this Association, but any such levy shall be subject to vote of the members of this Association as provided in Section 3 of Article IV hereof.

(c) To appoint officers to fill any vacancies which may occur in any office, and any officer so appointed to fill any such vacancy shall serve until the end of the unexpired term of such office.

(d) In the interval between meetings of this Association to do all acts and perform all functions which this Association itself might do or perform, including, but not limited to, the issuance of public statements and the taking of public positions on matters affecting the interest of NSDA or its members.

Section 4. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if written consents setting forth the action taken are signed (hardcopy or electronically) and dated by a majority of the members of the Board of Directors. Such consents shall be filed with the minutes of the proceedings of the Board of Directors. Unless otherwise specified in such consents, the effective date of any action so taken is the date on which the last Director signs the consents. Any action so taken shall have the effect of a vote taken at a meeting of the Board of Directors.

Section 5. The members of the Board of Directors may participate in a meeting by means of a teleconference, videoconference, telephone call, or similar communications equipment by which all Directors participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

Section 6. Any Director may resign at any time by giving written notice of the resignation to the Executive Committee. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.

Section 7. Any Director may be removed from office, with cause, by a two-thirds vote of the Directors present at a meeting of the Board of Directors called for such purpose. The meeting notice shall state that the purpose, or one of the purposes, of the meeting is the removal of such Director.

Section 8. Members of the Board of Directors shall receive no compensation for their services, but, by action pursuant to policy adopted by the Board of Directors, may be reimbursed for reasonable expenses paid while acting on behalf of the Association. Generally, travel-related expenses for Board Members are the responsibility of the Board Member or the Regular Member they were appointed by. Nothing herein shall preclude any Director from serving the Association in any other capacity and receiving reasonable compensation for services as authorized by the Board of Directors.

Section 9. Board of Directors Meeting Quorum. A quorum of the Board of Directors for the purpose of transacting business of the NSDA shall consist of a majority of Regular Member designated and duly-confirmed Directors present at a duly noticed meeting, unless the action requires a higher threshold as stipulated within these bylaws.

ARTICLE VIII

Board of Directors Officers and Their Duties

Section 1. The officers of this Association shall be a President, Vice-President, Secretary, Treasurer, and Past President. These officers shall constitute the Executive Committee of the Association. Each of the officers of this Association shall perform duties per the Bylaws, and such other duties as may be prescribed from time to time by action of the Board of Directors.

Section 2. Officers shall serve without compensation, but, by action of the Board of Directors, may be reimbursed for their actual and necessary expenses incurred while engaged in the business of this Association.

Section 3. Officers shall be elected by this Association at its Annual Meeting, shall take office at the conclusion of such meetings or a start date as determined by the Board of Directors, and shall serve for a term of two (2) years, and until their successors are elected and installed.

- (a) President. The President shall serve as Chairperson of the Board of Directors, and shall preside over all meetings of the Board, if present. The President shall serve as an ex-officio member of all committees.
- (b) Vice-President. In the absence of, or incapacity of the President, the Vice President shall perform all of the duties of the President. When so acting, the Vice President shall have all the powers of the President, and be subject to all the restrictions upon the President.
- (c) Secretary. The Secretary or their designee shall: Keep minutes of all the proceedings of the members and Board of Directors and maintain a record of the names and addresses of the members of this Association; May serve as an ex-officio member of all committees; Prepare and send to the members of this Association notices of any Special Meetings of this Association, and such other notices as may be required by the Board of Directors; Perform all the duties ordinarily required of, or customarily performed by a Secretary and such other duties as the President or the Board of Directors may direct.
- (d) Treasurer. The Treasurer or their designee shall: Collect and receive all fees, dues, and assessments from the members of this Association, and all monies due and payable to this Association from any source; Make disbursements of any monies and funds in his or her possession or control only in accordance

with the direction and approval of the Board of Directors; Make and preserve proper books of account and keep an accurate account of the finances of this Association, including a detailed record of all receipts and disbursements, and, At the request of the President or the Board of Directors, surrender the books of account for examination by the President or the Board of Directors for auditing by an auditor selected by the Board.

ARTICLE IX

Standing Committees, Advisory Committee, and Ad Hoc Committees

Section 1. Each committee or ad hoc committee shall have a chair and a vice-chair. Committee chairs shall be a member or the designee of the Board of Directors.

Section 2. All actions of any committee of the NSDA shall be governed by and taken in accordance with the provisions of these Bylaws. All committees shall serve at the pleasure of the Board and have such authority as provided by the Board of Directors. Minutes of each committee meeting shall be kept and maintained, and each committee may present a report to the Board of Directors at regularly scheduled Board meetings as appropriate or requested.

(a) Executive Committee

The Executive Committee shall consist of all officers of NSDA: the President, Vice President, Secretary, Treasurer and the Immediate Past President of NSDA. If the Immediate Past President is no longer a member of the Board of Directors, a previous past president may be appointed. If there are no directors who have served previously as President, the President shall appoint a current director to serve as a member of the Executive Committee.

(b) Subject to these Bylaws and approval of the Board of Directors, the Executive Committee shall have full power, authority, and responsibility for the operation and function of the NSDA.

(c) Advisory Committee

The purpose of the Advisory Committee is to engage and solicit feedback from Associate Members related to the business and issues of importance to NSDA and its members. The Advisory Committee shall be comprised of one (1) representative from each Associate Member in good standing as designated by the Associate Member and may meet periodically as determined by the NSDA Board of Directors.

(d) Federal Advocacy Committee

The Federal Advocacy Committee shall develop NSDA's annual legislative agenda and advocacy priorities, and shall review, assist, and make recommendations on legislative and public policy issues to NSDA consultants and Board of Directors.

(e) Finance Committee

The Treasurer shall serve as the chair of the Fiscal Committee and shall, with the Committee, be responsible for oversight of all the financial transactions of the NSDA. An annual budget shall be reviewed by the committee and ratified by the Board of Directors.

(f) Audit Committee

The Audit Committee is responsible for maintaining and updating internal controls. The Committee selects the Auditor for Board of Directors approval and provides guidance to the auditors on possible audit and fraud risks. The Committee reviews the audit and management letter and makes recommendation to the Board of Directors for action.

(g) Ad Hoc Operational or Policy Committees

Ad Hoc Committees shall be advisory in nature and shall be composed of at least one member of the Board of Directors. Other members of such committees may include designees of Regular, Associate, Individual District, and/or Business Affiliate Members as approved by the Board of Directors.

(h) All appointments to the Advisory Committee, Standing Committees, and Ad Hoc Committees are made at the discretion of the Board of Directors.

ARTICLE X

Notice

Section 1. Form; Delivery. Whenever, under the provisions of law, the Articles of Incorporation, or the Bylaws, notice is required to be given to any Director, such notice may be given orally, in person or by telephone; by email, facsimile, or other form of wire or wireless communication, or as such, in writing, by mail, addressed to such Director at his or her post office address as it appears on the current records of the Association. Such notice shall be deemed to be given at the time it is deposited in the United States Mail, or turned over to a similar commercial mail carrier.

Section 2. Waiver. Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation, or these Bylaws, a written waiver thereof, signed by the person or persons entitled to such notice and delivered to the Chairperson of the Board of Directors for inclusion with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent of such notice. In addition, any member who attends a meeting of the members in person, or is represented at such meeting by proxy, without objecting at the beginning of the meeting to holding the meeting or transacting business at the meeting shall be conclusively deemed to have waived notice of such meeting.

ARTICLE XI

Financial Administration; Books and Records

Section 1. Disbursements and Debts. All disbursements of monies or incurrence of debts on behalf of the Association may be undertaken by such officer(s) or agent(s) of the Association, and in such manner, as shall from time to time be determined by action of the Board of Directors.

Section 2. Deposits and Accounts. All funds of the Association not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board of Directors may select, or as may be selected by any officer(s) or agent(s) of the Association to whom such power may from time to time be delegated by the Board of Directors. For the purpose of deposit and for the purpose of collection for the account of the Association, checks, drafts, and other orders for the Association may be endorsed, assigned, and delivered on behalf of the Association by such officer(s) or agent(s) of the Association as shall be determined by the Board of Directors.

Section 3. Corporate Books and Records. The Association shall keep at its principal place of business (a) the original or a duplicate record of the proceedings of the Board of Directors; (b) the original copy of the Bylaws, including all amendments thereof to date; and (c) appropriate, correct, and complete books and records of account.

Section 4. Insurance. The Association may purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by him or her in that capacity or arising out of his or her status as such, whether or not the Association would have power to indemnify him or her against such liability pursuant to applicable laws, the Articles of Incorporation, or these Bylaws.

ARTICLE XII

Amendments

Section 1. Bylaws. The Bylaws may be amended by the affirmative vote of a majority of the votes cast by the Directors entitled to vote at a meeting of the Board of Directors at which a quorum is present.

Section 2. Articles of Incorporation. The Articles of Incorporation may be amended by the affirmative vote of a majority of the votes cast by the Directors entitled to vote at a meeting of the Board of Directors at which a quorum is present.

ARTICLE XIII

Conflict of Interest Policy

Section 1. The Board of Directors shall adopt a Conflict of Interest Policy to protect the interests of Association when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or Director of the Association, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable federal or state laws governing conflicts of interest applicable to the Association.

IN WITNESS WHEREOF, I have signed these Bylaws and acknowledge the same to be my act this ____ day of _____, 2024.

Signatures of Board of Directors



Ann Terry, NSDA President
Special District Association of Colorado

Neil McCormick

Neil McCormick
California Special Districts Association



Frank Stratton
Special Districts Association of Oregon

LeGrand Bitter

LeGrand Bitter
Utah Association of Special Districts



David Ramba
Florida Association of Special Districts



Craig Haslam
Wyoming Association of Special Districts

Brian Flynn

Brian Flynn
South Carolina Association of Special Purpose Districts