

ARTICLES OF INCORPORATION

Revised January 24, 2001

ARTICLE I NAME

The name shall be the WESTERN RESOURCE CONSERVATION AND DEVELOPMENT ASSOCIATION, INCORPORATED.

ARTICLE II OBJECTIVES

This Association is organized for the purpose of increasing cooperation between RC&D Councils, RC&D like Councils, the National Association of RC&D Councils (NARC&DC), the National Association of Conservation Districts (NACD), and all federal, state and local governments and entities concerned with the perpetuation and strengthening of the RC&D Program. The Association will collect, coordinate, and disseminate information relative to educational needs, interests or proposals of member RC&D Areas. The Association will serve as liaison with the other regional RC&D Associations and will share information relative to the best interest of the national RC&D Program.

ARTICLE III MEMBERSHIP

In conformity with the objectives of the Association, membership shall consist of Resource Conservation and Development Councils in eleven states: Arizona, Colorado, Idaho, Montana, Nebraska, Nevada, New Mexico, North Dakota, South Dakota, Utah and Wyoming. Eligible Resource Conservation and Development Areas shall base membership on voluntary application.

Section A. Regular Members

1. Regular members of the Association shall be USDA authorized RC&D Areas and RC&D like areas funded by other sources.
2. Membership is obtained by requesting such a membership and paying annual dues.

Section B. Associate Members

Associate membership can be by individuals, interested businesses, associations, and governmental bodies or agencies. Membership is obtained by applying for such membership and paying annual dues in an amount determined by the Association. Associate Members have no voting privileges and cannot hold office, but may serve on committees and participate in discussions.

ARTICLE IV OFFICERS

Section A. Officers

The elective officers of the Association shall be the President, First Vice President, Second Vice President, Secretary and Treasurer.

Section B. Election

1. The President, Second Vice President and Secretary shall be elected at the annual meeting on even numbered years. The First Vice President and Treasurer shall be elected at the annual meeting on odd numbered years.
2. The term of office shall be limited to two consecutive terms (of two years) in any one office.
3. Any Council member shall be eligible to hold office in this Association if their RC&D Council's dues are paid in full.
4. Persons nominated must agree to serve before being a candidate.

Section C. Bylaws

Officers will be guided by approved bylaws.

Section D. Executive Board

The elective officers and past presidents shall constitute the Executive Committee. They shall conduct the necessary business between the meetings. This business may be conducted by telephone.

Section E. Vacancies

The Executive Committee shall appoint a person to fill a vacancy in any office for the unexpired portion of the term.

ARTICLE V BOARD OF DIRECTORS

1. The Board of Directors of the corporation will consist of the Executive Board and State RC&D Presidents of each of the eleven member states.
2. The Board of Directors will provide guidance to the association's officers as representative of the various states.
3. Each member of the Board of Directors shall have one (1) vote. At least one-third (1/3) of the Board of Directors members shall be present to constitute a quorum. (As per Title 30, Chapter 3, Section 30-3-78; of the Idaho Nonprofit Corporation Company Act.)

4. The Board of Directors shall meet at least once a year at the annual meeting.
5. The Secretary shall mail minutes of the Board of Directors meeting to the regular members.

ARTICLE VI COMMITTEES

1. Audit, Awards, Budget & Finance, By-laws, Natural Resource & Rural Development, Nominating, Public Relations & Marketing and Quality Assurance shall be permanent standing committees.
2. Ad Hoc Committees will be appointed as deemed necessary by the President.
3. All committees, both standing and Ad Hoc, shall consist of at least a chairman, first vice-chairman, and RC&D coordinator advisor and others as willing to serve.

ARTICLE VII MEETINGS, QUORUM AND VOTING

Section A. Meetings

1. The Association will hold an annual meeting for the purpose of conducting the business of the Association.
 - a. The Board of Directors will set the date.
 - b. Location will be selected by voting members. Meeting site will be selected three (3) years in advance of the annual meeting.
2. A meeting or conference call may be held each September between the members of the Executive Board.
3. The President may call special meetings, by any three (3) members of the Executive Board or by any five (5) members of the Board of Directors. Requests must be made in writing to the President.

Section B. Quorum

Requirements of Idaho Nonprofit Corporation Company Act; Title 30, Chapter 3, Sections 30-3-56, 30-3-78 and 30-3-79.

1. Board of Directors, Executive Committee and any other committees of the board require at least one-third (1/3) of the members to be present to constitute a quorum.
2. Association meetings must have twenty-five percent (25%) of the votes entitled to be cast on a matter at a meeting of the members to constitute a quorum.

Section C. Voting

1. Each RC&D Area shall name an official delegate and alternate to the Association in writing at the beginning of each annual conference. Only delegates from Councils whose dues are paid in full will be certified by the Secretary and be eligible to vote at the business session.
2. Each Council has one vote, which may be cast only by a certified delegate or alternate from that Council. Proxy voting will not be permitted.
3. If a voting delegate passes his/her voting privilege to the certified alternate during the business session, he/she must notify the Secretary of the change.

ARTICLE VIII BYLAWS

The attached bylaws shall govern the operation of the Association.

ARTICLE IX AMENDMENTS

These Articles of Incorporation may be amended at any annual meeting of the Association by a two-thirds (2/3) vote of the members present, provided that the proposed amendment is submitted in writing sixty (60) days prior to the annual meeting.

ARTICLE X DISSOLUTION

Upon the dissolution of the corporation and after the payment or the provision for payment of all liabilities of the corporation, the board of directors will dispose of all of the assets of the corporation exclusively for the purposes of the corporation or to organizations that are qualified as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code. A court of jurisdiction in the county in which the principal office of the corporation is located will dispose of any assets that are not so disposed.