

BYLAWS
WESTERN RESOURCE CONSERVATION & DEVELOPMENT ASSOCIATION

ARTICLE 1. NAME

This organization shall be known as the WESTERN RESOURCE CONSERVATION & DEVELOPMENT ASSOCIATION (hereinafter referred to as the Association).

ARTICLE 2. AREA

The Association will encompass the states of Arizona, Colorado, Idaho, Montana, Nebraska, New Mexico, North Dakota, South Dakota, Utah and Wyoming.

ARTICLE 3. LOCATION

The principal office of the Association, at which the general business of the Association will be transacted and where the records of the Association will be transacted and where the records of the Association will be kept, will be at such place in the home state of the Treasurer.

ARTICLE 4. VISION STATEMENT

A grassroots organization empowering partners to achieve sustainable human and natural resources.

ARTICLE 5. MISSION STATEMENT

To enhance the effectiveness of Western RC&D Councils by ensuring communication, training and representation of regional interests to national audiences.

ARTICLE 6. ASSOCIATION MEMBERSHIP

Section 1. The Association will consist of Resource Conservation and Development Councils in ten western states. Eligible Resource Conservation and Development Areas shall base membership on voluntary application.

Section 2. Members of the Association shall be representatives of those organizations deemed as eligible members in Section 1.

Section 3. Each representative to the Association will serve at the pleasure of the sponsoring Resource Conservation and Development Council.

Section 4. The duties of the Association membership will include: elections of the Association officers, approve the Association strategic plan and annual plan of work, approve the annual budget and approve revisions to the bylaws.

Section 5. An annual meeting of the members will be held in January of each year. Special meetings of the members may be called by the president or, if he/she is absent or unable or refuses to act, by any officer, or by any three members.

Section 6. The quorum of an Association membership meeting will not be less than 25% of the Association members.

Section 7. No compensation will be paid to any member of the Association for services performed as a member of the Association. Reimbursement of travel expenses is permitted.

Section 8. Associate membership can be by individuals, interested businesses, associations, and governmental bodies or agencies. Associate 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.

Section 9. RC&D Councils who have not obtained approval as an authorized RC&D Area from the Secretary of Agriculture but meet all of the criteria of an RC&D may petition the Association for membership. With the membership go all rights of full membership.

ARTICLE 7. DUES

Section 1. Dues for the coming year shall be set at the annual meeting in accordance with the approved budget. The Treasurer on or before February 15 shall mail dues notices. Regular members, whose dues have not been received as of May 15, shall be considered in arrears, and a second notice mailed.

Section 2. Council's dues for the previous year must be paid by December 1 to be eligible to have voting rights at the annual meeting.

Section 3. Dues for an associate membership are ten dollars and may be changed at the annual meeting when deemed necessary.

ARTICLE 8. VOTING

Section 1. A Council's voting delegate and alternate must be named in compliance with voting policy that is to be received by the President before voting commences. The Secretary will take roll call of the list of delegates provided. A voting card will be issued during roll call to the voting delegate of each council or his/her alternate. Voting for officers shall be by ballot.

Section 2. Council delegates must be present to exercise their right to vote. No proxy votes will be accepted.

ARTICLE 9. ELECTIONS

Section 1. The Nomination Committee shall provide a slate of nominees for each elective office.

Section 1a. All nominees for office are encouraged to get a letter of recommendation from their home council.

Section 2. Any voting delegate or alternate may nominate from the floor any person whose council has paid in full their dues as a candidate for each elective office.

Section 3. The consent of all nominees to serve shall be secured before proposing the names. If a nominee is not present at the business session, consent must have been secured in writing that he/she will be willing to serve.

Section 4. No campaigning may be done during the business session.

ARTICLE 10. OFFICERS

The officers of the Association shall be President, 1st Vice President, 2nd Vice President, Secretary and Treasurer. The officers will constitute the Executive Committee. The Board of Directors of the corporation will consist of the State RC&D Presidents of each of the ten member states. Each officer shall be limited to two consecutive terms (of two years) in any one office. The Association members may remove with or without cause any officer by vote of a majority of all the Association members. The matter of removal may be acted upon at any meeting of the Association provided that notice of intention to consider said removal has been given to each council member and to the officer affected at least 30 days previously. The Executive Committee may fill a vacancy in any office for the unexpired portion of the term. The responsibilities and qualifications of the officers shall be addressed in the Policies and Procedures Manual.

ARTICLE 11. NATIONAL ASSOCIATION OF RC&D COUNCILS

The President and First Vice President will represent the Association as directors of the National Association of RC&D Councils. The Association officers may appoint an alternate for one or both of these representatives if they cannot serve this position.

ARTICLE 12. COMMITTEES

Committees will be established by the Executive Board to carry out the objectives of the Association.

The following are standing committees of the Association:

- Audit/Budget/Finance Awards
- Bylaws Legislative
- Nominating Natural Resources/Rural Development
- Policies & Procedures Public Relations/Marketing
- Quality Assurance Site Selection
- Training

ARTICLE 13. BUDGET

Section 1. An annual budget will be prepared by the Finance Committee and presented for adoption at the annual meeting. The fiscal year will be from January 1 through December 31.

Section 2. Audits - The Association shall perform an internal audit each year. An outside audit performed by a Certified Public Accountant (CPA) shall be conducted when deemed necessary by the Association.

ARTICLE 14. MISCELLANEOUS

Section 1. Conflict of Interest

Definition: A conflict between the private interests and the official responsibilities of a member of the Executive Board or any committee shall constitute a "Conflict of Interest". A member of the Executive Committee or any committee shall not vote on any matter, which would involve a "Conflict of Interest". "Conflict of Interest" shall preclude involvement in any decision whereby the member stands to receive direct personal gain.

Section 2. Procedures

Robert's Rules of Order will be the final authority for all questions of procedures at any meeting of the Association.

Section 3. Tax Exempt Status

Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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 corporation, 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).

Section 4. EEO and Civil Rights

The program conducted will be in compliance with nondiscrimination provisions as contained in Title VI and VII of the Civil Rights Act of 1964 as amended, the Civil Rights Restoration Act of 1987 (Pub. Law 100-259) and other nondiscrimination statutes; Section 504, of the Rehabilitation Act of 1973, Title IX of the Education Amendments of 1972, the Age Discrimination Act of 1975 and in accordance with the regulation of the Secretary of Agriculture (7CFR-15, Subparts A&B) which provide that no person in the United States shall, on the grounds of race, color, national origin, age, sex, religion, marital status, or handicap/disability be excluded from participation in or be denied the benefits of, or be otherwise subjected to discrimination under any program of activity receiving financial (or technical) assistance from the Department of Agriculture or any agency thereof.

Section 5. Indemnification

The corporation will have the power to indemnify and hold harmless any Association member, director, officer, or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of conduct of such person in his or her capacity as a director, officer, or employee (except in the cases involving willful misconduct). The corporation will have the power to purchase or procure insurance for such purposes.

Section 6. 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.

Section 7. Amendments

These bylaws may be amended at any annual meeting by a simple majority vote of the members present, provided that the proposed amendment is submitted in writing to the Executive Committee prior to the Business Session of the Annual Meeting.

Bylaws approved January 18, 1981; Rapid City, South Dakota

1st Amendment January 17, 1986; Cody, Wyoming

2nd Amendment March 17, 1987; Reno, Nevada

3rd Amendment January 18, 1991; Bismarck, North Dakota

4th Amendment June 28, 1994; Memphis, Tennessee

5th Amendment January 22, 1998; Omaha, Nebraska

6th Amendment, January, 1999; Spearfish, South Dakota

7th Amendment, January, 2000; Chandler, Arizona

Revision, January 24, 2001; Boise, Idaho

Revision, January, 2005; Casper, Wyoming

Revision, January, 2007; Colorado Springs, Colorado

President First

Vice President

Second Vice President

Secretary

Treasurer