

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 Councils within 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 kept 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**

To have sustainable RC&D Councils in member states.

ARTICLE 5. **MISSION STATEMENT**

To serve and provide leadership to the RC&D Councils within the Western RC&D Region.

ARTICLE 6. **ASSOCIATION MEMBERSHIP**

Section 1. The Association membership will consist of Resource Conservation and Development Councils with the states listed in Article 2, who have paid their annual dues.

Section 2. Member Councils shall designate a representative to the Association. Representative designations will be submitted to and recorded by the Association Secretary. Individuals may only have one vote regardless of the position(s) held by that individual.

Section 3. The duties of the Association will include: elections of the Association officers, carry out the vision and mission statements, approve the annual budget, and approve revisions to the articles of incorporation and the bylaws.

Section 4. A meeting of the members will be held annually. The date, time, and location of the annual meeting will be set at the prior year's annual meeting. Special meetings of the members may be called by the president. If s/he is absent, or unable, or refuses to act, then any officer, or any three members may call a special meeting.

Section 5. A quorum of the Association must consist of at least 5 members or 10% of the representatives of the dues paying Councils, whichever is greater.

Section 6. Authorized expenses of Association Members incurred in the discharge of their authorized duties may be reimbursed by the Association at rates approved by the board. (*see current policy for details*).

Section 7. Individuals, interested businesses, associations, and governmental bodies or agencies may become associate members. Associate membership is obtained by applying for such membership and paying annual dues in an amount determined by the Association.

Associate Members of the Western RC&D Association have no voting privileges and may not run for office. They may serve on committees and participate in discussions.

Section 8. 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. If the Association membership approves the petition for membership, the “unauthorized” Council may become a full member of the Association, upon paying their annual dues.

ARTICLE 7. DUES

Section 1. Dues for the coming year shall be set at the annual meeting in accordance with the approved budget. Councils will receive a dues notice as established and by policies and procedures.

Section 2. Associate Membership dues for the coming year will be set at the annual meeting.

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 obtain 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 (may include email) that he/she will be willing to serve.

Section 4. No campaigning will take place during the business session.

ARTICLE 10. OFFICERS

Section 1. The officers of the Association shall be President, 1st Vice President, 2nd Vice President, Secretary

and Treasurer. Officers are elected for two year terms. Each officer shall be limited to two consecutive terms in that office, but may be re-elected to that office after an absence of at least one year. The officers will constitute the Executive Committee.

Section 2. The Board of Directors of the corporation will consist of the Executive Committee and the State RC&D Presidents of each of the ten member states. In States with active Councils, but no State Associations, the Councils of each of those States shall designate a representative to serve on the Board of Directors.

Section 3. 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 Association member and to the officer affected at least 30 days previously.

Section 4. The Executive Committee may fill a vacancy in any office for the unexpired portion of the term.

Section 5. The responsibilities and qualifications of the officers is addressed in the Policies and Procedures Manual.

ARTICLE 11. **EXECUTIVE COMMITTEE**

Section 1. Executive Committee Membership - See Article 10 Section 1.

Section 2. The Executive Committee will make the day-to-day operating decisions that occur between the Board of Directors meetings.

Section 3. The Executive Committee may meet via telephone or other electronic technology.

Section 4. The Executive Committee will meet as determined by the President or at least two of the other officers. At least 24-hour notice of the meeting will be given to all officers.

Section 5. A quorum of the Executive Committee is a simple majority of the officers.

Section 6. Association members and associate members will receive minutes from all Executive Committee meetings.

ARTICLE 12. **BOARD OF DIRECTORS**

Section 1. Membership – See Article 10 Section 2.

Section 2. The Board of Directors will carry on the business of the organization between annual meetings of the Association. This will including monitoring the financial health of the organization.

Section 3. The Board of Directors may meet via telephone or other electronic technology.

Section 4. The Board of Directors will meet at least quarterly. The President, or at least three of the Board Members may call a meeting of the Board. At least three days notice will be given to all members.

Section 5. A quorum of the Board of Directors shall be no less than five of the members.

Section 6. Association members and associate members will receive minutes from all the Board Meetings.

ARTICLE 13.
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 14.
COMMITTEES

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

ARTICLE 15.
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 16.
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) any state or federal agency.

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. Additional Direction

Additional direction for the operation of this organization is found in our policy.

Section 8. 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

Revision, March, 2013; ScottsBluff, Nebraska

President

First Vice President

Second Vice President

Secretary

Treasurer