

Revision January, 2007 in Colorado Springs, Colorado

WESTERN RC&D ASSOCIATION POLICIES AND PROCEDURES

In addition to organizational operations as identified in the most current revisions of the Articles of Incorporation, Appendix A (1-24-01) and the Bylaws, Appendix B (1-24-01) of the Western Resource Conservation and Development Association the following policies and procedures have been adopted.

MEETINGS/CONFERENCES

GENERAL

Committee and special meetings need to have an agenda provided to meeting participants prior to the meeting. The committee chair or officer in charge of calling the meeting is responsible to provide notice. A meeting or conference call may be held each September between the members of the Executive Board.

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.

NOTICE PROCEDURE

The President will send the official notice of the meeting. The notice needs to meet "Fair and Reasonable" as per the Idaho Nonprofit Corporation Act which is no less than 10 days prior to the meeting by first class mail or 30 days prior to the meeting for other means.

QUORUM

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

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.

MINUTES

The minimum elements to note are: names of voting delegates in attendance, name of organization, type of meeting, date, time called to order, time adjourned, name of chair or facilitator, motions, who made the motion, voting method (show of hands, voice, etc.) motioned was seconded, and the outcome of the vote. The Secretary of the Western RC&D Association will keep minutes and provide a copy to the Western RC&D Association Webmaster within 30 days of taking or receiving said minutes. The Webmaster will post minutes on the Western RC&D Association Website within 7 days of receipt. Minutes taken at meetings by other than the Secretary will forward them to the Secretary and Webmaster within 30 days of the meeting.

ANNUAL MEETING – (Reference Articles of Incorporation revised 1-24-01)

The Association will hold an annual meeting for the purpose of conducting the business of the Association.

DATE AND SITE SELECTION

The Board of Directors will set the date of the next conference at the recommendation of the host state. The site selection committee will evaluate nominations and provide recommendations to the Western RC&D Association at the business meeting of the conference. The location will be selected by voting members at the annual conference for the conference to be held three years from the current annual conference.

(Note: The Site selection committee has presented the following revolving order list for conference locations:

New Mexico	- 2008	South Dakota	- 2009
Arizona	- 2010	Idaho	- 2011
Utah	- 2012	Montana	- 2013
Colorado	- 2014	Wyoming	- 2015
Nebraska	- 2016	North Dakota	- 2017
New Mexico	- 2018		

This listing was voted and passed in the General Business Session 1-'07 but not yet added to the policy and procedures.)

CONTENT OF AGENDAS

Agendas will be developed by the conference host state in concert with the Western RC&D Association meeting-planning guide providing sufficient time to conduct the business of the Association. The Western Officers will approve the final agenda before being sent out.

NOTICE PROCEDURE

The official notice of the meeting will be sent to all members of the Western RC&D Association by the host state. The notice needs to meet "Fair and Reasonable" as per the Idaho Nonprofit Corporation Act, which is no less than 10 days prior to the meeting by first class mail or 30 days prior to the meeting for other means.

PLANNING PAYMENT/LOAN

The Western RC&D Association will make a planning loan up to \$2500 to the Host State RC&D Association for the next annual conference in the year prior to the conference they host. This loan will be repaid following the conference. No interest will be charged. A payment of \$2500 will be made to the Host State RC&D Association for the next annual conference in the year prior to the conference they host.

DIVISION OF PROFITS

Profits and/or losses incurred from the annual conference will be cost-shared as follows: Western RC&D Association 50% and Host State RC&D Association 50%.

AUCTION

The Host State RC&D Association will make arrangements for the auction to be held at the annual conference. The proceeds from the auction will be the property of the Western RC&D Association. Any additional fundraising activities shall be conducted with approval of the Host State in consultation with the Western Executive Board.

VOTING

Each RC&D Council shall name an official delegate and alternate to the Association President in writing at the beginning of each annual conference before voting commences. 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. 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. 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. 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.

DUES STRUCTURE – (Reference Article 7 of Bylaws, revised 1/24/01)

COUNCIL DUES

Dues for the coming year shall be set at the annual meeting in accordance with the approved budget. Dues notices will be sent to the Western RC&D region's councils following the annual conference. 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. Council dues will be due and payable after they are established at the annual meeting.

Council Membership dues will be used for Western RC&D Association operating expenses. Council Membership dues are due and payable by the first of December in order for councils to be eligible to vote at the next annual business meeting.

ASSOCIATE MEMBERSHIP DUES

Dues for an associate membership are ten dollars and may be changed at the annual meeting when deemed necessary. Receipts from Associate Membership dues will be placed into the Memorial Scholarship Fund. Principal from this fund will not be expendable unless authorized by the Western RC&D Association Membership. Income from this fund will also be used as directed by the Western RC&D Association Membership. Expenditure of these funds will appear annually on the Board of Director's meeting agenda.

PARTNERS – No dues structure has been established.

DUTIES OF OFFICERS

An officer shall be limited to two consecutive terms (of two years) in any one office. To fulfill their obligations as an officer, all officers in attendance at the annual meeting must be present for all business sessions.

PRESIDENT

The President shall assure that the Corporation adheres to its intended purposes and shall represent the Board of Directors as speaker and leader at various functions with diverse federal, state and local agencies and organizations. The President will prepare the agenda for each meeting and conduct all regular and special meetings of the Corporation. He/she is responsible for the execution of all resolutions and directives of the Board of Directors. The President shall sign, with attestation of the Treasurer, any deeds, mortgages, bonds, contracts or other instruments which the Board authorizes to be executed; and performs all other duties associated with this position. The President only votes to break a tie. Specific duties include but are not limited to the following:

- ◆ Preside over all meetings and shall be an ex-officio member of all committees, except the Nominating Committee.
- ◆ Work with host area on planning the activities for the annual conference each year.
- ◆ Attend the annual meeting and oversee general and business sessions.
- ◆ Prepare agenda for Board of Directors' meeting and the Board of State Councils' Meeting at the annual meeting of the Western RC&D Association, Inc.
- ◆ Appoint such committees as are deemed necessary and appoint committee chairmen, vice chairmen and resource persons for the committees of the Western RC&D Association, Inc.
- ◆ Write the President's Report for Quarterly Newsletter.
- ◆ Travel to Washington, D. C. each year to promote the RC&D Program by visiting with congressional people, testifying before appropriations Subcommittees, and visiting agency personnel.
- ◆ Work on legislation for rural development at national level. See that resolutions are sent on to the NACD and/or the appropriate agency, person, etc., that are passed at the annual meetings of the Western RC&D Association, Inc.

- ◆ Attend other meetings as may be necessary or appoint someone to attend in his/her place.
- ◆ Maintain contact with Treasurer on finances and any financial problems that may arise.
- ◆ Keep up on legislation pertaining to the RC&D Program.
- ◆ Represent Western RC&D Association, Inc. at all NARC&DC Meetings.
- ◆ Maintain contact with other officers and committee chairmen as may be necessary.
- ◆ Write letters and keep up with correspondence.
- ◆ Maintain contact by phone or letter with agency personnel (NRCS formerly SCS, USFS, Extension, etc.) as needed.

FIRST VICE PRESIDENT

In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall assume the duties of the President, and when so acting, shall have all powers of and be subject to all the restrictions upon the President. At other times, the Vice-President shall perform such other duties as may be assigned by the President or the Board of Directors. Specific duties include but are not limited to the following:

- ◆ Assist in putting together a program for the annual meeting for the Western RC&D Association, Inc.
- ◆ Attend meetings in lieu of the President when the President is unable to make specific meetings.
- ◆ Keep in contact with the President and accept assignments that the President may delegate to the First Vice President.
- ◆ Write occasional articles (at least 1 per year) for the quarterly Western RC&D Association, Inc. Newsletter.
- ◆ At President's request, contact congressional representatives on pertinent legislation for the RC&D Program.

SECOND VICE PRESIDENT

In the absence of the President and First Vice-President or in the event of the President's and First Vice-President's inability or refusal to act, the Second Vice-President shall assume the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. At other times, the Second Vice-President shall perform such other duties as may be assigned by the President or the Board of Directors. Specific duties include but are not limited to the following:

- ◆ Assist with planning an agenda for the annual meeting for the Western RC&D Association, Inc.
- ◆ Attend meetings in lieu of the President or First Vice President when they are unable to attend specific meetings.
- ◆ Keep in contact with the President.
- ◆ Contact congressional delegations on pertinent legislation on RC&D when necessary as requested by the President.
- ◆ Write occasional articles (at least 1 per year) for the Quarterly Newsletter.

SECRETARY

The Secretary shall keep approved minutes of the meetings and note in the minutes the presence of a quorum, any excused absences, the presence or absence of a director during a meeting and the absence of any director when a vote is taken. The minutes of the Corporation's Board of Directors shall be in a book to be kept for that purpose; shall see that all notices are duly given in accordance with provisions of these bylaws or as required by law; shall be responsible for keeping and filing all books, reports, statements and other records as required by law and these bylaws; and shall perform all other duties as may be

assigned by the President or Board of Directors. Shall keep the Corporation's Articles of Incorporation and bylaws up to date. Specific duties include but are not limited to the following:

- ◆ Assist with preparing an agenda for the annual meeting of the Western RC&D Association, Inc.
- ◆ Attend the annual conference of the Western RC&D Association, Inc. each year and take minutes of all sessions, including the Board of Directors' meeting, Board of State Councils' meeting, and all segments of the general and business sessions.
- ◆ Submit minutes to Webmaster to be posted on the Association Web Site.
- ◆ Take roll at the Business Session to account for all voting delegates and hand out voting cards to the voting delegates.
- ◆ Take minutes for the board of Directors.
- ◆ Oversee any revisions or changes in the Constitution and By-Laws and see that new revised Constitution and By-Laws are typed up and sent out to all council members.
- ◆ Contact congressional people by letter or phone on pertinent legislation that may occur on RC&D and rural development.
- ◆ Write occasional news articles (at least 1 per year) for the Quarterly Newsletter.
- ◆ Accept assignments that may occur during the year.

TREASURER

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; shall render to the President and the Board of Directors whenever required, a statement of the financial condition of the Corporation and of all transactions of the Treasurer, and render a full financial report at the annual meeting; shall receive and give receipts for monies due and payable to the Corporation from any source; shall deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; shall file and any necessary tax papers for the Corporation, shall provide the necessary records and assist with any audit; and shall perform all other duties as may be assigned by the President or Board of Directors. The Corporation will cover any expenses for preparing and filing reports or tax documents. Specific duties include but are not limited to the following:

- ◆ Maintain all records on financial transactions.
- ◆ Prepare and submit IRS reports (i.e. 990 if applicable).
- ◆ Send out dues notices to RC&D Councils in the Western RC&D Association, Inc. area each year.
- ◆ Attend annual meeting of the Western RC&D Association, Inc. each year.
- ◆ Prepare report on expenses and income to be given out to members at the annual meeting.
- ◆ Meet with Finance Committee to assist in preparing a budget for the ensuing year.
- ◆ Meet with the Audit Committee so they might examine the books and vouchers to see if they are correct.
- ◆ Assist with preparing an agenda for the annual meeting of the Western RC&D Association, Inc.
- ◆ Make sure that Articles of Incorporation are renewed or revisions are made if it becomes necessary.
- ◆ Write occasional articles (at least 1 per year) for the Quarterly Newsletter.
- ◆ Keep in contact with the President on financial matters.
- ◆ Contact congressional people on pertinent legislation that may occur on RC&D rural development.
- ◆ Accept assignments that may be forthcoming from the President.

COMMITTEES – (Reference Article 6 of the Articles of Inc. revised 1/24/01)
Audit, Awards, Budget & Finance, By-laws, Natural Resource & Rural Development,
Nominating, Public Relations & Marketing and Quality Assurance shall be permanent
standing committees.

Ad Hoc Committees will be appointed as deemed necessary by the President. 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. In order for timely,
quality assistance to be received from the committee members, all Committee Chairpersons
are respectfully requested to take the initiative to:

- ◆ Plan, hold and conduct Committee meetings, teleconferences and/or work sessions
within the first month following Annual Meeting.
- ◆ Inform staff at least two weeks in advance of assistance required to plan, hold and
conduct meetings, teleconferences and/or work sessions.
- ◆ Assign a committee member to take minutes for each meeting.
- ◆ Designate specific assignments to committee members.
- ◆ Submit the committee meeting minutes and a written report of assignments, activities
and actions to the Western Association Secretary and Web Master.

Committee Chairpersons who feel unable to work within these guidelines are respectfully
asked to offer their resignation.

OTHER COMMITTEE POLICY POTENTIALS TO ADDRESS

- ◆ Standing Committees
- ◆ Frequency of Meetings
- ◆ Reporting Procedures (to Board)
- ◆ Access to Funds
- ◆ Accountability for Funds Received
- ◆ Ad Hoc Committees
- ◆ Frequency of Meetings
- ◆ Reporting Procedures (to Board)
- ◆ Access to Funds
- ◆ Accountability for Funds Received

AWARDS/RECOGNITION

Awards will follow the National format for outstanding Council, Council Member,
Sponsor, Coordinator, and Youth. The standing awards committee is responsible for
solicitation and determination of any or all of these awards.

MARKETING/PUBLIC RELATIONS

Official Western RC&D Association spokesperson is the current President or 1st Vice
President if the President is unavailable.

WEBSITE

A website will be maintained by a web-master with information supplied by member
councils and the Western RC&D Association officers.

NEWSLETTER

The Western RC&D newsletter will be posted on the Western RC&D web page. The President or delegated officer will provide a state of the association update each quarter and RC&D councils are responsible to submit success stories and articles to the web master.

TRAVEL:

NARC&DC MEETINGS

Officers representing the Western RC&D Association on the NARC&DC Board will be reimbursed for expenses incurred at the four regular NARC&DC meetings. Additional trips shall be covered by NARC&DC and approved by the Western RC&D Board.

WESTERN RC&D ASSOCIATION CONFERENCES

Expenses for Western RC&D officers to attend the annual conferences will be paid than the Western RC&D Association.

WESTERN RC&D OFFICERS ANNUAL TRIP TO WASHINGTON, DC

Western RC&D officers will be reimbursed for one trip to Washington, DC to report the accomplishments of the regions' RC&D councils. The Western RC&D Board shall approve additional trips.

REIMBURSEMENT FOR TRAVEL

Per Diem will be paid using the CONUS rate for the location as listed by the Office of Personnel Management.

- ◆ The first and last day of travel will be paid at 25% of the rate for each quarter of the day spent in travel. Travel during any quarter will be counted as a full quarter if it exceeds one hour. A quarter is midnight to 6:00 AM, 6:00 AM to noon, noon to 6:00 PM and 6:00 PM to midnight. (See Appendix C for travel form.)
- ◆ Lodging will be paid at actual cost. Tips for luggage handling may be included without receipts.
- ◆ Taxi fares will be reimbursed for the purposes of travel to airports, meetings and to restaurants for meals.
- ◆ Personal Phone Calls – One personal phone call may be made per day while in travel status. They will be limited to \$5 per call and will be supported with a copy of the bill.
- ◆ Official Business Phone Calls – Official Business phone calls will be reimbursed with receipt.
- ◆ Mileage for personal vehicle will be reimbursed at a CONUS rate.
- ◆ Supplies while on official travel will be reimbursed with receipt.

EMPLOYEES/STAFF - EMPLOYEE POLICY

There are no employees at the present time. At a time that employees are hired an employment policy will be developed.

CIVIL RIGHTS

The Western RC&D Association prohibits discrimination in all its programs and activities on the basis of race, color, national origin, sex, religion, age, disability, political beliefs, sexual orientation, and marital or family status.

PROCUREMENT POLICY

The Western Association of RC&D Councils (WARC&DC) procurement policy is adopted to insure that WARC&DC receives the best value when procuring goods and services from outside vendors. It also enables WARC&DC to comply with Federal Procurement rules in administration of our numerous Federal Grants. From time to time purchases made with Federal funds may be reviewed for compliance with the Federal Acquisition Regulation and

the Office of Management and Budget Circular A-110, Attachment O. In order to comply with the above requirements we have developed the attached procurement form (Appendix D). In addition to the attached form the Buyer must submit copies of quotes and proposals to the National Office. Section A and Section B of the Form cover vendor selection justification. Section C covers cost/price analysis requirements.

In no event may any procurement be made in which there is a real or apparent conflict of interest. Further, no purchasing individual may accept or solicit substantial¹ gratuities, favors, or anything of monetary value from any of the potential awardees. In addition, prior to selecting a Vendor, the Buyer must ensure that:

- ◆ A request for proposal that is clear and accurate that goes out to at least three vendors and which does not unduly restrict competition.
- ◆ The proposal included a description of the technical requirements needed.
- ◆ The requirements the vendor must fulfill, including special features of "brand name or equal" descriptions that bidders are required to meet.
- ◆ The basis for evaluating each proposal and the minimum acceptable standards.
- ◆ To the extent practical and economically feasible the products and services should be described in the metric system of measurement.
- ◆ No items shall be purchased that are deemed unnecessary to the duties of employment.
- ◆ The definition of substantial shall be whatever the current valuation of substantial is according to federal guidelines at the time the request for proposal was sent out.
- ◆ When practicable and economically feasible, the Buyer should ensure that all products and services conserve natural resources, protect the environment, and are energy efficient.
- ◆ Where appropriate, an analysis is made of lease and purchase alternatives to determine which would be the most economical and practical.
- ◆ In addition to the above, (FAR) 52.209-5 requires that WARC&DC obtain written certification from vendors receiving a purchase order of \$25,000 and over and made with Federal funds that they have not been debarred (prohibited) from doing business with the Federal Government.

PARTNERSHIPS

The Association President is given authority to negotiate partnership agreements subject to the condition that prior to execution of partnerships, the WARC&DC officers will be informed of the full details of the proposal agreement, including background information and providing a certain date for Board members response; and that in the event a partnership agreement obligated financial and other commitments, such agreements shall require WARC&DC board action prior to execution.

MEMORANDUMS OF UNDERSTANDING

All Memorandums of Understanding (MOU) with private individuals and corporations will be submitted to Association Board members at least 15 days prior to the Board taking actions on the MOU's.

OTHER POLICY POTENTIALS TO BE ADDRESSED

FINANCIAL

- ◆ Internal Controls
- ◆ Board of Director Authorities
- ◆ Signature Authorities
- ◆ Types of Expenditure Authority or Transaction Amount by Position
- ◆ Endorsement Requirements for Checks

- ◆ Political Activity
- ◆ Special Internal Control Safeguards Over Participant Contributions
- ◆ Public Access to Records
- ◆ Security of Financial Data
- ◆ Other

Financial Management Procedures

- ◆ Basis of Accounting
- ◆ Incurred Costs
- ◆ Elements of an Acceptable Financial Management System
- ◆ Cash Management
- ◆ Budgets
- ◆ Insurance and Bonding
- ◆ Record Retention and Disposal
- ◆ Financial Reporting
- ◆ Audits
- ◆ Scope of Audit Report
- ◆ Procuring Audit Services
- ◆ Frequency of Audits and Due Date for Audit Report Submissions

Procedures Related to Assets, Liabilities and Net Assets

- ◆ Donated Property or Equipment
- ◆ Authorized Investments
- ◆ Liabilities
- ◆ Accounts Payable
- ◆ Advance Payments
- ◆ Deferred Revenue
- ◆ Net Assets

Unrestricted, Temporarily Restricted and Permanently Restricted Net Assets Revenue Sources

- ◆ Donated Facilities or Services
- ◆ Segregation of Revenues

Cost Accounting Procedures

- ◆ Cost Accounting Period
- ◆ Administrative Costs
- ◆ Management and General Expenses
- ◆ Direct and Indirect Costs
- ◆ Allocation of Legal Fees
- ◆ Contributed Services and Materials
- ◆ In-Kind Costs
- ◆ Valuation of In-Kind Contributions
- ◆ Acceptable Methods of Accounting for In-Kind Costs
- ◆ Documentation of In-Kind Costs
- ◆ Purchased Computer Software Licenses
- ◆ Management Fee or Allowance

Property Management Procedures

- ◆ Identification of Property
- ◆ Record of Material
- ◆ Record of Equipment

- ◆ Physical Inventories
- ◆ Disposal of Property and Equipment
- ◆ Fully Depreciated Assets
- ◆ Order Records and Reports
- ◆ Disposable Items

Compensation Procedures

- ◆ Evidence of Consultant Utilization
- ◆ Frequent Flyer Bonuses

Conflict of interest/ethics

- ◆ Fundraising
- ◆ Fund Solicitation (Who? For what? How authorized? Etc.)
- ◆ Grant Writing

PROPERTY MANAGEMENT

- ◆ Use of Property (ies)
- ◆ Rental rates
- ◆ Who uses?
- ◆ Who maintains?
- ◆ Taxes

MISCELLANEOUS

- ◆ Use of WARC&DC as Fiscal Agent (pass through organization)
- ◆ Political Activity (what is acceptable?)
- ◆ Use of Paid Experts (legal advisors, financial advisors, etc.)
- ◆ Training/Education -
- ◆ Legal/Risk Management
- ◆ Planning Procedures