

**BYLAWS OF THE CLEARWATER RESOURCE CONSERVATION
AND DEVELOPMENT, INC.**

**ARTICLE I
INTRODUCTION**

A. NAME

The name of this organization is Clearwater Resource Conservation and Development Council, Inc., hereafter referred to as "Council".

B. MISSION AND VISION

To provide leadership in building local collaborations for sustainable community and resource development that will improve the quality of life for residents of north-central Idaho. Citizens living in north-central Idaho have diverse and sustainable economies, communities, and natural resources. Local and regional collaborations are supported by area service organizations and a strong, inclusive leadership base.

C. BACKGROUND

The area was officially authorized by USDA on December 15, 1975. The Council became incorporated as a private, non-profit Idaho corporation on January 12, 1989. A determination letter dated June 11, 1990 from the Internal Revenue Service certified the Council as a federal income tax-exempt organization under Section 501(c) (3) of the Internal Revenue Code. The Clearwater RC&D Council office is located at 195 6th Street #102, Potlatch, Idaho 83855.

D. AREA

The area of the Council is defined by the boundaries of Clearwater, Idaho, Lewis, Latah and Nez Perce counties.

E. ROLE OF THE COUNCIL

The role of the Council among the five counties is to provide assistance and coordination for grassroots projects, related primarily to natural resources and sustainable community development included in the RC&D program elements of land conservation, water management, community development and land management. In its role, the Council works to avoid conflicts of responsibility among other organizations working in economic, community, and/or natural resource development. As one example, the Council maintains a close relationship with the Clearwater Economic Development Association (CEDA) that covers the same geographic area as the RC&D. The Council serves primarily as a collaborator, facilitator, cooperator, and effective partner. It serves as project leader, when requested, and only when other local organizations are not suited or willing to take on the effort. The Council maintains close working relationships and a collaborative spirit with its sponsors as well as many local, state, and federal government agencies and non-government organizations within the area, with each member of the team taking advantage of their respective strengths and purposes.

**ARTICLE II
DEFINITIONS**

"Council": Clearwater Resource Conservation & Development Council, Inc. The Council is constituted as: the elected Board of Officers, the appointed Executive Committee members, sponsors and appointed at-large members.

"County" or "Counties": County government(s) of Idaho, Lewis, Clearwater, Nez Perce and Latah.

"Board of Officers" or "Board" or "Officers": a member of the elected body of the Executive Committee.

"Executive Committee": the body comprised of the elected Board of Officers and additional members selected by the Board.

"Member": a sponsor in good standing with an appointed representative or an at-large member.

"Sponsor in good standing" or "Sponsor": an organization that is current with member dues.

"Sponsor representative": an individual appointed by a sponsor in good standing to represent the sponsor in Council activities.

ARTICLE III ELIGIBILITY FOR SPONSORSHIP

Sponsors of the Council may include the Boards of County Commissioners in the Council Area, and the Soil and Water Conservation Districts of those counties. In addition, each city existing in any of the counties, any special purpose districts, local non-profit organizations, tribal bodies, port authorities, county and multi-county planning bodies, and other organizations, such as fraternal organizations, chambers of commerce, state and federal agencies and commercial enterprises are eligible and, if not members, may apply for sponsorship and, upon approval of such application by a majority of the members of the Council, may become sponsors.

Sponsorship becomes effective immediately following completion of such action as is required by the governing board of each applicant and as may be required by applicable State and Federal law.

The Council shall decide what constitutes sponsorship. The recommended contribution schedule for each sponsoring organization of the Council shall be reviewed and set annually by the Council during the development of the annual budget. The first letter for sponsorship will be sent out in spring (April or May), along with the schedule of fees. The second contribution letter will be sent out in October. Sponsors who have paid by the annual meeting shall be read into the minutes as members.

In the event of withdrawal by a sponsor from the Council, the sponsor shall be entitled to no return of any contributions or portion paid; in the event of admission of a new sponsor during the fiscal year, the new sponsor shall pay a pro-rata share of the fee schedule for the balance of the fiscal year.

ARTICLE IV COUNCIL

The Council membership shall be constituted as follows:

- A. Each sponsor of the Council shall have one representative on the Council and may appoint an alternate to that representative.

- B. Not more than seven (7) at-large members appointed by the Board of Officers by December 31. Such appointed members shall be chosen to broaden the scope of the Council and shall have voting privileges equal to those of the sponsors' representatives.
- C. Chairpersons of all Council Committees shall be Council members.
- D. All sponsors will be confirmed at the annual meeting with their names appearing in the minutes as a record.

ARTICLE V
TERMS OF MEMBERS OF THE COUNCIL

Members of the Council shall serve so long as they remain the duly chosen representative of their respective sponsoring organization. Members who are not re-appointed by their sponsoring organization, or who resign before their term expires, shall not be considered members of the Council following the date of their leaving office unless they are explicitly appointed as the representative by that sponsoring organization.

At-large members shall serve at the pleasure of the Board of Officers and may be appointed or removed at any time during the year. At-large members will be re-appointed by the officers, where appropriate, at the annual meeting of the Council.

ARTICLE VI
BUDGET AND SHARING OF COSTS

The Council shall adopt an annual budget based upon anticipated contributions. The annual draft budget shall be prepared by the August council meeting, and approved at the annual meeting

The fiscal year for the Council shall begin on October 1 and end on September 30.

ARTICLE VII
DUTIES OF THE COUNCIL

As a general guide, and not by way of limitation, the Council shall have the following functions, duties and responsibilities:

- A. To adopt an annual budget and plan of work for the fiscal year commencing on October 1.
- B. To review and adopt formal project proposals.
- C. To adopt an operating policy for the Council, presented by the Executive Committee.
- D. Perform related duties not otherwise specified above.
- E. Shall have an annual financial statement compilation, review, or audit by an independent qualified person or firm to be presented to the Council when completed.
- F. Designate someone, who is not an officer, to reconcile bank statements of the Council.

- G. Adopt a policy of dissolution.
- H. Adopt a whistleblower policy.
- I. Adopt a conflict of interest policy.
- J. Adopt a document retention and destruction policy.
- K. Adopt a civil rights and equal opportunity policy.

ARTICLE VIII
EXECUTIVE COMMITTEE

- A. The Executive Committee shall be composed of the following:

There shall be a Board of Officers composed of the President, Vice President, and Secretary/Treasurer elected by the Council. Elections, to select the Officers, shall take place at the Annual Meeting.

Additional members selected by the officers, by December 31, to ensure that the Executive Committee will include at least one member from each county. Appointed Executive Committee members serve one-year terms and may be reappointed additional terms by the residing Board of Officers.

- B. The Executive Committee shall act by majority vote and function as directors. Votes may take place by meetings, in person or conference calls or by email and shall be recorded in the next meeting minutes.
- C. Directors shall not receive any compensation for their service on the Executive Committee but may be reimbursed for accrued and necessary expenses.

ARTICLE IX
DUTIES OF THE EXECUTIVE COMMITTEE

The Executive Committee shall perform such duties and functions as shall be provided by the Council. As a general guide, and not by way of limitation, the Executive Committee shall have the following functions, duties and responsibilities:

- A. To prepare and submit to the Council for review and action at the annual meeting, a budget and plan of work for the fiscal year commencing October 1.
- B. To sign a conflict of interest statement at the Annual Meeting.
- C. To appoint Committees to assist in carrying out the purposes, functions, duties, and responsibilities of the Council.
- D. To take such other action as may be delegated and empowered by the Council.
- E. To provide for and supervise the day-by-day decisions regarding the affairs of the Council, including management of approved projects.

- F. To appoint a Nominating Committee in August of each year to prepare a slate of prospective officers for presentation at the Annual Meeting.
- G. To guarantee all actions taken by the officers and members on behalf of the Council are in accordance with the Articles of Incorporation, By-laws and general policies.
- H. To appoint officers or call for special election when a vacancy occurs in an officer position.
- I. Officers (President, Vice President, and Secretary/Treasurer) of the Council be provided authority to sign Council approved documents on behalf of the Council, for legal and financial purposes. Documents may include professional services contracts, cost-share agreements, and correspondence for approved projects.

ARTICLE X DUTIES OF THE OFFICERS

The officers of the Council shall be elected for one-year terms by the membership of the Council and serve as officers of the Council. The elected officers collectively comprise the Board of Officers. All members of the Council are eligible to hold any office of the Council. The officers and their duties shall be as follows:

- A. **President:** The President shall preside at all meetings of the Council, and the Board of Officers and the Executive Committee; shall be the Council's chief representative to local, state, and federal elected officials, and the U.S. Department of Agriculture; shall perform such other duties as required by the Council, or Board of Officers or Executive Committee and is the chief officer responsible for ensuring that all activities and actions adhere to the Articles of Incorporation, bylaws and general policies.
- B. **Vice President:** The Vice President shall perform all duties of the President in his or her absence. In addition, the Vice President shall assist in the preparation of the annual plan of work and organizing the Council's annual meeting and shall be responsible for organizing the quarterly program meetings, if requested by the Council.
- C. **Secretary/Treasurer:** The Secretary/Treasurer shall have general charge and custody of and be responsible for all funds of the Council; deposit all monies received in such banks or other depository as may be designated by the Council; deposit or order the deposit of funds of the Council; ensure that all approved bills are paid; keep current and complete books and records of account; prepare an annual draft budget by the August Council meeting, prepare financial documents pertinent to Council operations; and initiate and oversee the annual audit and present to the Council when completed. The Secretary/Treasurer shall also be responsible for the minutes of the proceedings of the Council, the Board of Officers, and standing committees; ensuring that all meeting notices are duly given and agenda prepared; preparing and maintaining legal documents, including correspondence and project files; and preparing and maintaining administrative procedures and policies.

Said officers shall assume their offices and responsibilities thereof at the end of the Annual Meeting held in September. Officers shall appoint remaining members of the Executive Committee as needed by Article VIII, Section A.

Any officer who is absent from three or more consecutive Executive Committee or Council meetings may be removed by a majority vote of the Council, and replaced as provided for in Article XI.

Said officers shall provide such bond as may be required by the Council in an amount and with corporate surety approved by such Council.

In addition to the duties enumerated above, the officers, as the Board of Officers shall have the responsibilities spelled out in Article IX.

ARTICLE XI VACANCIES IN OFFICE OR MEMBERSHIP

Vacancies in office due to death, resignation, removal, disqualification or otherwise, shall be filled for the unexpired term of office vacated as follows:

- A. If the vacancy is in the office of a sponsor's representative, the vacancy shall be filled by appointment of the governing body of the participating sponsor involved.
- B. A vacancy of the office of President shall be filled by special election by the Council if the unexpired term exceeds six months. If the unexpired term is less than six months, the Executive Committee may appoint a President or call for a special election to fill the office. Vacancies in other offices may be filled by special election or appointment at the discretion of the Board of Officers, regardless of the length of unexpired term.

ARTICLE XII MEETINGS

- A. Meetings of the Council shall:
 - 1. Take place monthly with the annual meeting being held in September, or
 - 2. On call of a majority of the members of the Executive Committee.
- B. Meetings of the Board of Officers shall:
 - 1. Take place on call of any of the Officers.
 - 2. May be in person or by conference call.
- C. All meetings shall be held at such place as the call for meeting shall direct. Written notice stating place, day and hour of any meeting shall be delivered whether personally to the members' representatives, mail or by e-mail to such representative not less than five (5) days before such meeting, provided that, no notice need be given of any regular monthly meeting the time of which had been established by resolution in the minutes of a meeting of the Council. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed to the representative of the member at his address as it appears on the records of the Council. If emailed, the notice shall be deemed to be delivered by receipt of sent email. The Secretary/Treasurer shall be responsible for copies of emails for call of meetings.
- D. Any action of the members at a Council meeting may be taken by a vote of 50% plus 1 of the Council membership.

- E. Any action of the members at a Board of Officers meeting may be taken by a vote of 50% plus 1 of the Board of Officers membership.
- F. Any action of the members at an Executive Committee meeting may be taken by a vote of 50% plus 1 of the Executive Committee membership.
- G. Robert's Rules of Order Newly Revised shall govern on all disputes concerning parliamentary procedure.
- H. The minutes of the meetings of the Council shall be a matter of public record.
- I. The minutes of the Board of Officers or the Executive Committee shall not be public record.
- J. Members of the Council may cast their vote by proxy in the transaction of any business of the Council provided that such proxy shall be in writing and shall be filed with the Secretary/Treasurer of the Council prior to the meeting at which the vote is to be cast. Proxies shall be counted as a voting member at any meeting. No member of the Council may act as proxy for more than one other member of such group at any given meeting. Such proxy may either be general or may instruct the proxy holder how the proxy shall be voted on any given question. Each proxy is valid only for the terms therein stated.

ARTICLE XIII
INFORMAL ACTION BY MEMBERS

Any action required to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting, if a consent in writing, setting forth the action to be taken, shall be signed by two-thirds of the members entitled to vote with respect to the subject matter thereof.

ARTICLE XIV
OFFICES

The Council shall have such office or offices and staff as the Council will determine.

ARTICLE XV
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 for 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.

ARTICLE XVI
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 the assets of the corporation in compliance with the Articles of Incorporation (January 12, 1989) 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.

ARTICLE XVII
AMENDMENTS

These Bylaws may be amended during a Council meeting by a vote of 50% plus 1 of the Council membership. Adoption of amended by-laws shall be recorded in the minutes and posted on the website.

The undersigned President and Secretary/Treasurer of the Clearwater Resource Conservation and Development Council, Inc. hereby certify that the above Bylaws were duly adopted by the Council on February 1, 1979. Further, these Bylaws were amended on the 6th day of May 1982; amended again on the 4th day of August 1988; amended again on the 7th day of September 1989; amended again on the 6th day of September 1990; amended again on the 13th day of September 1994; amended again on the 25th day of February 1999; amended again on the 23rd day of March 2000; amended again on the 25th day of March 2010; amended again on the 22nd day of March 2012; amended again on the 6th day of December 2012; amended again on the 25th day of April, 2013; amended again on the 22 day of September, 2016; amended again on the 5th day of October, 2017 and they constitute the Bylaws of the Clearwater Resource Conservation and Development Council, Inc.

Tera R. King

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Date: 2017.10.10 20:46:29
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PRESIDENT



SECRETARY/TREASURER

10/11/17