

BYLAWS
of
Eagle Cap RC&D Area Resource Conservation and Development Council

ARTICLE I: NAME, PURPOSE, AREA

SECTION 1- Name

This organization shall be known as the Eagle Cap Resource Conservation and Development Area Council, Inc. (hereinafter referred to as “the Council”).

SECTION 2- Purpose of the Council

~~This corporation~~ The Council shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of ~~this corporation~~ the Council shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

The primary purpose of the ~~corporation~~ Council shall be to provide an organization and mechanism by which individuals, groups and agencies concerned with land, water, community development and related natural and human resources may participate to ensure the orderly development, efficient use, proper management, and conservation of those resources as a means of enhancing the quality of life and providing for the sustained use of those natural resources which make the Eagle Cap RC&D Council area unique.

SECTION 3- Service Area and Location

- A. The Eagle Cap RC&D Council service area encompasses the Baker, Union, and Wallowa Counties in the State of Oregon. The Council may enter into partnership with organizations on projects outside the service area that benefits the Council.
- B. The principal office of the Council, at which the general business of the Council will be transacted and where the records of the Council will be kept, will be at such place within the boundaries of the Council service area, as may be fixed from time to time by the Board of Directors.

ARTICLE II: MEMBERSHIP

SECTION 1- Classes and Voting

~~There shall be two classes of members of the Council, regular and associate members. Regular Members shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of this corporation the Council. Associate members are not entitled to a vote.~~

SECTION 2- Qualifications

- A. **Regular Members:** Entities eligible to appoint regular members to the Council include: Soil and Water Conservation District Boards; Boards of County Commissioners; City and Town Councils; Indian Tribal Councils; and other units of local government, represented by an elected official, whose purpose or concerns are addressed by the Council. Units of local government may be added or removed at any time as a result of formal action by the Council of the Board of Directors. **Associate Members:** Organizations, councils of government, regional planning bodies and other groups or individuals having interests or responsibilities

consistent with the objectives of the RC&D Area Council may appoint associate members to the Council, or remove from the same, by formal action of the Board of Directors.

- B. Appointment of Members: Each organization shall officially appoint a representative to act on its behalf as a member of the Council. Organizations may designate an alternate to serve in the absence of the representative; however, such individuals must have specific authority to act as the organization's representative. Representatives may serve as Council members until replaced by the sponsoring entity.

SECTION 3- Termination of Membership

Membership may be terminated by the Board of Directors after giving the member at least 15 14 days written notice by first class or certified mail of the termination and the reason for the termination and an opportunity for the member to be heard by the Board of Directors orally or in writing, not less than five days before the effective date of the termination. The decision of the Board of Directors shall be final and not reviewable by any court.

SECTION 4- Membership Fees

The Council may establish an annual membership fee for use in carrying out the business on behalf of the sponsoring entities.

SECTION 5- Meetings

- A. The annual meeting of the members shall be held no later than the end of the first quarter of the current calendar year.
- B. Special meetings of the members shall be held at the call of the Board of Directors, or by call of the holders of at least five percent of the voting power of the Council by a demand signed, dated and delivered to the corporation's Council's Secretary. Such demand by the members shall describe the purpose of the meeting. A faxed written consent is acceptable. Notice shall be given 10 14 days in advance.
- C. Notice of meetings of the membership must be sent to each member and must be electronically mailed or USPS-delivered at least 14 days prior to the day such a meeting will be held.
- D. Members meetings will be chaired by the President or any other officer of the Council.

SECTION 6- Proxy Voting

There shall be no voting by proxy.

SECTION 7- Action by Consent

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a members meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all members.

SECTION 8- Duties

The duties of regular members are to elect the officers and Directors of the corporation Council at the annual meeting, approve plans of operation and annual budget, to amend the Articles of Incorporation, to write and edit the Bylaws, to sell assets not in the regular course of business, to merge and to dissolve the Council,

The duties of associate members are to provide advice to the membership and Board of Directors and to participate in committees.

SECTION 9- Equal Opportunity

The ~~Eagle Cap RC&D Area~~ Council will ensure compliance with all requirements regarding the nondiscrimination provisions of Title VI of the Civil Rights Act of 1975, as amended by the United States and the State of Oregon; which provides that no person shall, on the basis of race, color, national origin, sex, religion, age, disability, political beliefs, marital or familial status, be excluded from participation in, be denied benefits of, or be subjected to discrimination under any activity of the Council.

ARTICLE III: BOARD OF DIRECTORS

SECTION 1- Duties

The affairs of the ~~corporation~~ Council shall be managed by the Board of Directors.

SECTION 2- Number and Qualifications

The number of Directors will be nine (9) with each of the three counties being represented by three (3) Directors. Two of the three Directors from each county will represent an elected body with the third Director being at-large. ~~may vary between a minimum of five and a maximum of seven. A sufficient number of directors shall be elected to ensure that each county area and their interests are represented.~~

SECTION 3- Term and Election

The term of office for Directors shall be two years. ~~A director may be re-elected no more than three consecutive terms. The regular members at the annual meeting shall elect the Board of Directors. Election of new Directors or election of current Directors to another term will occur as the first item of business at the annual meeting of the Council. Directors will be elected by a majority vote of the membership.~~

SECTION 4- Removal

Any Director may be removed, with cause, at a meeting called for that purpose, by a vote of a majority of the ~~regular~~ members entitled to vote at an election of Directors. ~~The Director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.~~ Cause for removal of a Director shall include missing more than two consecutive meetings without an excuse.

SECTION 5- Vacancy

Vacancies on the Board of Directors will be filled by a majority vote of Directors then on the Board of Directors. The appointee will serve for the remainder of the term of the vacancy filled.

SECTION 6- Quorum and Action

A quorum at a Board of Directors meeting shall be a majority of all Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors ~~then on the Board of Directors.~~

SECTION 7- Meetings

- A. Regular meetings of the Board of Directors shall be held at least 4 times each calendar year at such a place as may be designated in the notice of the meeting.
- B. Special meetings of the Board of Directors may be called at any time with at least 24 hour notice by the President of the Council or, in his or her absence, by the Vice President or upon

receipt of a request therefore signed by 1 or more directors or by a majority of the full time, permanent paid staff of the Council.

- C. Notice of regular and annual meetings will be electronically or USPS-mailed at least 14 days prior to the day such meeting is held. Any Director of the Council may make written waiver of notice before, at, or after a meeting. The waiver will be filed with a person who has been designated to act as Secretary of the meeting. Appearance at a meeting is deemed a waiver unless the Director attends for the express purpose of asserting the illegality of the meeting.
- D. At all meetings of the Board of Directors, each Director present will be entitled to cast one vote on any motion coming before the meeting.

SECTION 8- Proxy Voting

There shall be no voting by proxy.

SECTION 9- Meeting by Telecommunication

Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications, as long as all participating Directors can hear each other. Role call voting will take place so that all votes are duly noted in the minutes.

SECTION 10- No Salary

Directors shall not receive salaries for their Board of Director services, but may be reimbursed for expenses authorized by the Board of Directors and based on availability of funds.

SECTION 11- Action by Consent

Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a Board of Directors meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

SECTION 12- Conflict of Interest

No Director may vote upon a matter coming before that body in which he or she has a direct financial interest. Immediately upon becoming aware that such a conflict may exist, a Director must disclose the existence of the potential conflict to the remaining directors, withdraw from further deliberation on the issue, and refrain from voting on the matter. Any such disclosure and withdrawal shall be fully documented in the Council minutes.

ARTICLE IV: OFFICERS OF THE COUNCIL

SECTION 1- Council Officer Titles and Duties

Officers of the Council shall be members of the Board of Directors and consist of a President, Vice President, Secretary, and Treasurer. Officers' duties shall consist of the following:

President – The President shall be the chief officer of the ~~corporation~~ Council and shall act as the President of the Board of Directors. The President shall have any other powers and duties as may be prescribed by the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President shall speak for the Council on various issues through written and verbal communication, appoint members of resource committees and special committees as appropriate, and act as an ex-officio member of all committees. The President shall call special meetings as needed and represent the RC&D Council at other organizational functions in so far as possible.

Vice President – The Vice President shall preside and represent the President in the absence of said President and when so acting shall have all the powers of the President. The Vice President shall be the chairperson of the Audit Committee.

Secretary – The Secretary shall have overall responsibility for all record keeping. The Secretary shall perform, or cause to be performed, the following duties: official recording of the minutes of all proceedings of the Board of Directors and members meetings and actions; provision for notice of all meetings of the Board of Directors and members; authentication of the records of the corporation Council; maintaining current and accurate membership lists; and any other duties as may be prescribed by the Board of Directors.

Treasurer – The Treasurer shall have overall responsibility for all corporate Council funds. The Treasurer shall perform or cause to be performed the following duties: keeping full and accurate accounts of all financial records of the corporation Council; depositing of all monies and other valuable effects in the name and to the credit of the corporation Council in such depositories as may be designated by the Board of Directors; disbursement of all funds when proper to do so; making financial reports as to the financial condition of the corporation Council to the Board of Directors; filing all necessary tax papers and assisting with appropriate audits as required; send a statement of dues to all regular sponsors, associate sponsors, and at-large members by January 10th October 15th of each year; and any other duties as may be prescribed by the Board of Directors. The Treasurer must be insured and bonded.

SECTION 2- Term and Election

The regular members Board of Directors shall elect the officers from among the Board of Directors to serve two-year terms with the elections being held at the annual meeting. Terms will be offset to provide for continuance. Officers may hold a given office for up to, but not exceeding, three consecutive terms.

SECTION 3- Removal

Any officer may be removed, with cause, by the Council members by vote of a majority of all the regular members entitled to vote at an election of officers. The matter of removal may be acted upon at any meeting of the Council, provided that notice of intention to consider said removal has been given to each Council member and to the officer affected at least 14 days previously. The officer involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

SECTION 4- Vacancy

If a vacancy occurs in the office of President, the Vice President shall assume the duties of President. A new Vice President shall be appointed by the Board of Directors with a majority vote of the directors then on the Board of Directors to serve the remainder of the term. The Board of Directors shall fill other officer positions during the term in the same manner.

SECTION 5- Powers

Any officer of the Council, in addition to the powers conferred upon him or her by these Bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

ARTICLE V: COMMITTEES AND TECHNICAL ADVISORS

SECTION 1- Committees

A. Executive Committee

The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make ongoing decisions between Board of Directors meetings and shall have the power to make financial and budgetary decisions authorized by the Board of Directors.

B. Audit Committee

The Audit Committee will be appointed by the Board of Directors and be responsible for the auditing of finances. This committee will be chaired by the Vice President. The committee will oversee and monitor the fiscal operations of the Council, develop an annual budget for recommendation to the Council, and develop and assist in the implementation of a funding strategy for the Council.

SECTION 2- Other Committees (as needed)

The Board of Directors may establish such other committees, as it deems necessary and desirable. Such committees may be advisory committees. The Board of Directors must ratify the committee's decisions. All final decisions will be made by the Board of Directors.

SECTION 3- Composition of Committees

Any committee that exercises any function of the Board of Directors shall be composed of two or more Officers or Directors, elected by the Board of Directors by a majority vote of the number of Directors prescribed by the Board of Directors, or if no number is prescribed, a majority vote of all Directors in office at that time. Committees may include Directors or members. The Chair of the Committee will be appointed by the President of the Council, who will act with the Board's approval. After consultation with the Committee Chair, the President will appoint committee members. The studies, findings, and recommendations of all committees will be reported to the Board of Directors for consideration and action, except as otherwise ordered by the Board of Directors. Committees may adopt such rules for the conduct of business as are appropriate and as are not inconsistent with these Bylaws, the Articles of Incorporation, or State law.

SECTION 4- Quorum and Action

A quorum at a committee meeting ~~exercising Board of Directors functions~~ shall be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of all committee members ~~then in office~~.

SECTION 5- Limitations on the Powers of Committees

No committee may authorize payment of a dividend or any part of the income or profit of the Council to its Directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the ~~corporation's~~ Council's assets; may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles of Incorporation, Bylaws, or any resolution by the Board of Directors.

SECTION 6- Technical Advisors

Agency representatives, including individuals assisting the Council in the capacity of federal, tribal, state, and local agency staff representatives, will be encouraged to participate in Council activities and project development in the capacity of technical advisors to the Council as a means of ensuring actions by the Council are technically sound and programmatically correct. The Council may initiate formal agreements, such as memorandums of understanding, with those agencies whose input is needed on a recurring basis to facilitate the effective operation of the Council. Technical Advisors shall not have voting status. Input and information provided will be recognized as advisory only, except in those cases involving specific program policy, technical standards, and other requirements related to project activity.

ARTICLE VI: MISCELLANEOUS

SECTION 1- Indemnity

- A. The corporation Council will indemnify its officers and Directors to the fullest extent allowed by Oregon law.
- B. The Council will have the power to indemnify and hold harmless any Council 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).
- C. The Council will have the power to purchase or procure insurance for such purposes.

SECTION 2- Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Council, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Council. Such authority may be confined to specific instances.

SECTION 3- Dues and Operating Funds

- A. The Treasurer shall estimate the amount of monies needed each year to purchase material for the Council and pay out-of-pocket expenses of members to attend meetings and then propose the annual dues rate at the September Board of Directors meeting. The dues notices will be electronically or USPS-mailed to members/sponsors by October 15th and payment is due by January 15th. Members/sponsors with unpaid dues after February 15th shall not have voting privileges until their dues are paid. New members will pay a full year's dues regardless of date of entry.
- B. No part of the finances of the Council shall be used for the benefit of or be distributed to its members, officers, Directors, or other private person, except for legitimate and reasonable expenses incurred on behalf of the Council.
- C. The fiscal year of the Council shall commence on the first (1st) day of October and end on the thirtieth (30th) day of September.
- D. Gifts and donations may be accepted by the Council on behalf of and for the benefit of the Council.
- E. The Treasurer will issue checks and one of two designated members of the Board of Directors will sign them.
- F. Monthly reoccurring bills and expenditures previously approved by the Board of Directors and expenses not to exceed \$100 per month shall be paid in a timely manner.

ARTICLE VII: DISSOLUTION OF THE COUNCIL

SECTION 1- Dissolution

In the event the **Eagle Cap RC&D Area Council** ceases operation, the following guidelines will apply:

The assets of the Council will be distributed to Oregon Resource Conservation and Development (RC&D) Councils which are tax exempt under section 501(c)(3) of the Internal Revenue Code. In the event no such RC&D **Areas Councils** exist, assets will be distributed to an organization in Oregon which is tax exempt under section 501(c)(3) of the Internal Revenue Code to be used for public purposes similar to the purposes of an RC&D **Areas Council**, said organization to be designated by a majority of the sponsoring County Courts and Commissions.

ARTICLE VIII: AMENDMENTS TO THE BYLAWS

SECTION 1- Amendments

The **Eagle Cap RC&D Area Council** Bylaws may be amended or repealed, and new Bylaws adopted at anytime using the following guidelines:

The Bylaws may be amended by a two-thirds vote of the full Council or by a majority vote of directors then on the Board of Directors, if a quorum is present. All proposed changes shall have been submitted in writing to all Council members at least thirty (30) days prior to a vote. Notice of the meeting involving amendments to the Bylaws shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment. Such changes shall be read and recorded in the minutes of the meeting preceding the vote on the proposed amendment.

Bylaws for the Eagle Cap Resource Conservation and Development Council.

Adopted this _____ day of _____, the year _____.

Signature of Council Officer: _____

Printed name: _____

Title: _____

Revisions

Article and Section, date.

Record of Amendments:

Original Date of Adoption	May 19, 2003
Article I Section 3	Amended _____
Article II Section 1, 2, 3, 5 and 8	Amended _____
Article III Section 2, 3, 4, 6, 7, 8, 9 and 12	Amended _____
Article IV Section 1, 2, 3, 4, and 5	Amended _____
Article V Section 1b, 3, and 4	Amended _____
Article VI Section 1b, 1c, 2 and 3	Amended _____

