

**CONSTITUTION AND BY-LAWS
OF
BEAR RIVER RESOURCE CONSERVATION AND DEVELOPMENT AREA
UTAH/IDAHO**

Revised and adopted September 6, 2006

Preamble

The Bear River Resource Conservation and Development (RC&D) Area will provide local leadership and the framework required to develop and carry out a plan of action for the conservation, development, and wise use of the natural resources of the seven county area. The goals of the Bear River RC&D Council (also known as the Executive Committee) can be accomplished through conserving and seeking improvements in agriculture, industry, recreation, education, culture, human health and the environment.

Article I – Name, Composition and Purpose

Section 1. The name of the organization shall be the Bear River Resource Conservation and Development, Inc.

Section 2. The Bear River RC&D Area is composed of Box Elder, Cache, and Rich Counties in Utah, and Bear Lake, Caribou, Franklin, and Oneida Counties in Idaho. Each County Commission will assign a Commissioner as their representative to the RC&D Council: the RC&D Council therefore consists of seven voting members.

Section 3. Supporting Organizations – Supporting Organization are the seven RC&D County Committees through which public input is obtained in submitting projects, providing input through review of natural resource and related issues to the RC&D Council and others, and revising the Area Plan at least once every five years. The RC&D Committees are each Chaired by the representative Commissioner and RC&D Council member from each of the seven counties within the RC&D area. Additionally, each RC&D County Committee will have the Natural Resources Conservation Service (NRCS) District Conservationist (D.C.) serve to represent State and private land user resource conservation concerns through the nine Soil and Water Conservation Districts (SWCD's) within the RC&D area: Northern Utah SWCD and West Box Elder SWCD in Box Elder County, Blacksmith Fork SWCD and North Cache SWCD in Cache County, and Rich SWCD in Rich County, Utah plus Bear Lake SWCD of Bear Lake County, Caribou SWCD of Caribou County, Franklin SWCD of Franklin County and Oneida SWCD of Oneida County, Idaho. In addition to the District Conservationists representing the SWCD's, RC&D County Committee membership is at the discretion of the Chair for each committee, but should include a reasonable cross-section of representation from the areas of education, employment, agriculture, wildland conservation (range, wildlife and forest lands) and economic and community development within the county.

Section 4. The Council is an independent, non-profit, non-partisan, incorporated organization. The primary concern of the Council is the conservation, development and wise use of the natural resources of the area with regard to sustained/increased job opportunities, economic stability, and a quality living environment for all residents.

Section 5. Executive Committee (Council) – The Executive Committee shall be composed of one representative County Commissioner from each of the seven Counties within the RC&D area and will serve a rotating one-year term as Chairman, followed by a year as Fifth Vice Chair, then Fourth Vice Chair, then Third Vice Chair, then Second Vice Chair, then First Vice Chair, then Secretary/Treasurer and back to Chairman. The Council may vote to change order in a given year due to changes in Commissioner elections, prolonged absence from regularly scheduled Council meetings, or other reasons deemed reasonable by a majority of Council members. In the event a member is disqualified by majority vote of the Council for non-participation, the applicable County Commission will be petitioned for another representative to the Council.

Section 6. No part of the net earnings of the Bear River RC&D shall inure to the benefit of, or be distributable to its Council members or other private persons, except that the Bear River RC&D shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the Bear River RC&D shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Bear River RC&D shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles the Bear River RC&D 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 on 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 corresponding provision of any future United States Internal Revenue Law).

Section 7. Upon the dissolution of the Bear River RC&D, the Council shall, after paying or making provisions for the payment of all the liabilities of the Bear River RC&D, dispose of all the assets of the Bear River RC&D exclusively for the purposes of the Bear River RC&D in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Council shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Bear River RC&D is then located, exclusively for such purposes of to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article II – Objectives and Purpose

Section 1. The purposes of this organization shall be charitable and educational within the meaning of Section 501©(3) of the Internal Revenue Code of 1954. The objectives in furtherance of the above purposes are:

- a. To coordinate planning and implementation efforts of the RC&D County Committees.
- b. To develop, carry out and keep current a functional Area Plan of action for resource conservation and development.
- c. To cooperate and assist in carrying out approved location and regional development plans of other organizations and agencies.
- d. To create a general awareness of the urgency and need for orderly development, sustainability and conservation of natural resources.
- e. To obtain, coordinate and apply the required technical, financial, educational, and other resources required to keep current and implement the RC&D Area Plan.

Section 2. The authority to carry out RC&D project work is vested in the local Soil and Water Conservation Districts and County governments. The powers of the Council are restricted to those needed to carry out purposes and objectives as stated in Article I, Section 4 and Article II.

Article III – Organization

Section 1. RC&D County Committees – Each RC&D County Committee will consist of one duly elected County Commissioner (and RC&D Council member). Other members appointed by the Chair of each RC&D County Committee are encouraged to participate in Committee meetings, and have the authority to vote at such meetings. The RC&D County Committees responsibilities include:

- a. Development of local RC&D projects and submit to the whole RC&D Council for review/approval.
- b. Set priorities on projects if more than one originates within a county.
- c. Hold meetings as needed to inform the public about resource issues and to gather data for planning and decision making purposes.
- d. Elect a First Vice Chairman to serve as Chair in case of absence (the Chair is the RC&D Council representative/County Commissioner from the respective County).

Section 2. RC&D County Committee meetings will be held at the discretion of the individual RC&D Council member. The RC&D County Committee membership will be reviewed annually by the whole Council. The Committee will be consulted at least once every five years in order to revise the RC&D Area Plan.

Section 3. RC&D Council (Executive Committee) – The business and property of the Council shall be managed and controlled by the seven member Executive Committee.

The Executive Committee shall conduct and supervise the activities of the RC&D organization as follows:

- a. Appoint members to their respective RC&D County Committees and review and update membership annually.
- b. Obtain funds, prepare and present to the whole Council an annual budget and approve expense accounts and other disbursements.
- c. Hold Executive Committee meetings every other month, or as often as needs dictate.
- d. Hold an Annual Meeting prior to January 31 of each year where Council leadership is rotated.
- e. Review project proposals submitted from seven counties within the RC&D area and accept or reject based on the goals and objectives of the Bear River RC&D Council.
- f. Amend the by-laws from time to time as deemed necessary.
- g. Develop and approve an annual Plan of Work consistent with carrying out the goals and objectives outlined in the five year Area Plan.
- h. Arrange for an audit of the organizations financial affairs by qualified and interested persons, as deemed necessary by the Council.
- i. Designate a Council member to represent the RC&D organization at meetings/hearings.
- j. Develop and utilize a personnel policy that outlines compensation and employment of Council employees.

Section 4. Duties and Compensations:

- a. Authorized expenses of Council members in discharge of their authorized duties may be reimbursed out of the Bear River RC&D Councils treasury at rates approved by majority vote of Executive Committee.
- b. The Chair of the RC&D Council (Executive Committee) shall preside at all meetings of the Council.
- c. Robert’s Rules of Order shall govern all matters of procedure during Council meetings.
- d. The First Vice Chair will act as Chair during Council meetings in the absence of the Chair.
- e. The Secretary/Treasurer shall be responsible for receiving assessments and other monies and deposit the same in the Bear River RC&D accounts, make disbursements from this account and keep current and complete records of accounts and perform all other duties naturally incumbent upon this office, including maintaining Directors and Officers and Liability insurance for the whole Council and its employees.
- f. All funds of the RC&D shall be deposited in such bank or banks as the Council shall designate and shall be withdrawn by the signature of one designated Council

members on each check to be paid out. All invoices for payment will be approved by signature of a separate designated Council member.

- g. The authority to sign grants, agreements, contracts and other obligatory documents on behalf of the whole Bear River RC&D Council will lie with the Chairman or Chairman's designee.

Article IV – General Operation Procedures

Section 1. Offices – The Bear River RC&D Council shall have such office or offices as the Council and the State Office of the Natural Resources Conservation Service (NRCS) shall from time to time determine.

Section 2. Meetings:

- a. Meetings of the RC&D Council shall take place every other month, or on call of the members of the Executive Committee.
- b. The bi-monthly meetings of the Executive Committee shall take place on call of the Chair or First Vice Chair acting as Chair of the Executive Committee. All meetings shall be held at such place within the RC&D area upon determination of the Executive Committee. Written notice stating the place, day, and hour of any meetings shall be delivered either personally to the members representatives or by mail to such representatives not less than five days before such meeting. PROVIDED THAT no notice need be given of any regular meeting, as the case may be, the time of which has been established by resolution in the minutes of the Executive Committee. If mailed, the notice shall be deemed to be delivered when deposited in the U.S. Mail addressed to the representative of the member at his address as it appears on the records of the RC&D area.
- c. Minutes – Minutes of all meetings of the Executive Committee shall be distributed to each Council member, members of the RC&D County Committees or others as deemed appropriate by the Council.
- d. Quorum: Questions brought before all meetings of the RC&D Council to be voted upon shall be resolved by members present, each having one vote. A simple majority of the members present shall decide all issues.
- e. PROXY VOTING: Any member of the RC&D Council may cast a 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 RC&D Council prior to the meeting at which the vote is to be cast. Proxies shall be counted in determining whether or not a quorum exists at any meeting. No member of the RC&D Council may act as proxy for more than one 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 shall be valid only upon the terms therein stated.
- f. The minutes of the meetings of the RC&D Council shall be a matter of public record.
- g. Robert's Rules of Order shall govern all matters of procedure during Council meetings.

Section 3. Vacancies in office – Vacancies in office due to health, resignation, removal, disqualification, or otherwise shall be filled for the unexpired term of the office vacated as follows:

- a. A vacancy of any office in the Executive Committee shall be filled by election by the Executive Committee until the next Annual Meeting.

Section 4. Area wide inventories and projects will be undertaken in consultation with all seven RC&D County Committees.

Section 5. Dues and Administrative Fees:

- a. No dues will be levied by the Council at this time.
- b. A minimum of 5% of the award monies received for disbursement by the Council for projects will be held back by the Council to provide for Council employee wages, D & O and Liability insurance costs, audit costs, cash awards for applicable projects, advertising, mailing, etc.

Article V – Amendments

Section 1. Amendments – The RC&D Council may alter, amend, or revise these by-laws by an affirmative majority vote of the Council.