

WASHINGTON RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL BYLAWS



Article 1 - Organization

Section 1 - Name. The name of this organization shall be the *Washington Resource Conservation and Development Council*. Either the abbreviation SGWRC&D or the Council may be used.

Section 2 - Mission. The mission of the WRC&D is:

“To provide leadership on issues of regional significance by facilitating the planning, coordination, and implementation of initiatives which promote a sustainable rural lifestyle for current and future generations.”

Section 3 - Description.

The Council is an independent, non-profit, and non-partisan group having as its primary concerns the promotion of natural resource conservation and sustainable community resource development.

All programs and services of the WRC&D are offered on a nondiscriminatory basis, without regard to race, color, national origin, religion, sex, age, marital status, sexual orientation, or handicap.

Section 4 - Purpose.

The WRC&D is established for any and all legal purposes and more particularly for the purpose of developing, supplementing, and implementing a program for the conservation, development, and proper use of the region's resources to improve the physical and economic environment.

In addition, this Council is established to cooperate, partner, and assist in carrying out local and regional initiatives that have a high likelihood of improving the area ecologically by facilitating effective collaborations and securing the required technical, financial, educational, and other services needed to develop and carry out these initiatives.

The objectives of the Council are:

- To cooperate, partner, and assist other organizations in carrying out their efforts to enhance resource conservation and community development of the region.
- To act as a fiscal sponsor for collaborative groups and programs who need our

assistance and the fiscal services we provide, and are working toward objectives that fall under our mission.

- To secure the necessary technical, financial, educational, and other services needed to develop and carry out our work plan.

Article II – Members

Section 1 – Definitions.

- a. **Member:** A member is a group that serves a small or large community that has made a commitment to participate in the WRC&D process. Members have the opportunity to appoint a representative if they chose.. Members can include (but are not limited to):
 - i. Units of Government – such as counties, incorporated communities, tribes, Port Districts, and special purpose districts such as Conservation Districts; and
 - ii. Organizations – such as those involved in business, labor, education, community development, and non-profit service. They typically relate to natural resource and community interests.
- b. **Membership:** The definition of membership is a commitment made by the member to participate in the WRC&D process, which includes the option to appoint a representative Director to serve on the S&GWRC&D Board of Directors. This director’s responsibilities will include, but not be limited to: attending meetings of the Council, recruiting and nominating individuals to serve as a Director of the Council, and participating in projects and programs.
- c. **Director:** A director is an individual who serves on the WRC&D Board of Directors, with all the voting rights and responsibilities typical of a non-profit Director. A Director is a representative of a Member.

Section 2 – Application Process.

- a. Units of government or organizations wishing to become members of the WRC&D must first submit a membership application along with a payment of the annual membership dues. The annual membership dues, which help defray the Council’s operational expenses, shall be determined on an annual basis by the Executive Committee. If the proposed member cannot pay the dues at time of application, they may still be considered for membership.
- b. Once the application and payment are received, a representative of the proposed member shall attend the next regular meeting to present to the board why they feel their organization would both benefit from membership and also be beneficial in helping the WRC&D meet their mission. The Council has the right to either vote on a motion to accept the member at that meeting, or table the motion until the next regular meeting if they feel more information is needed. The applicant shall become a member, with a representative Director identified, upon receiving a majority (51%) approval of the Council. If the Council does not approve the member’s application, their payment will be returned to them. The applicant may resubmit their application at any time.

Section 3 – Revoking or Withdrawal of Membership.

- a. The Board of Directors may revoke a membership, for any cause, with a vote of majority (51%) of the Board.
- b. Any member may withdraw their membership at any time by giving written or electronic notification to the Board. The withdrawal from membership shall be effective upon receipt by the Board or at such subsequent time as may be specified in the notice of withdrawal. This withdrawal shall be noted in the minutes. If already received, the dues will not be reimbursed for that year. If a Member Representative is currently serving as a Director, their membership shall be considered withdrawn as well.

Article III – Board of Directors

Section 1- Introduction.

- a. There is no limit to the number of directors that can serve at any one time.
- b. Director positions shall be filled by the Board only.

Section 2 – Alternative Representation

Any existing director may designate an alternative representative from their organization to represent them in their absence. This designation must be made in writing and submitted to the Council directly or via the Executive Director. Board members can elect to give the alternate vote by proxy rights. In this case, the alternate can vote in their absence at meetings, but not electronically. This voting right must be set forth in writing. Alternatively, alternates can be chosen only to collect information on the behalf of the Director, with no voting privileges. The role of the alternative must be specifically clarified in writing by the existing Director.

Section 3 – Application Process. Applications for a Director position, alongside the Membership application, are to be reviewed at a regular meeting of the Council. Discussion of and voting on approval of the application will occur at the next regular meeting after receipt of the application, so long as it is received with two (2) weeks before the meeting.

Section 4 – Meeting Attendance Required.

- a. Any Director absent from (3) meetings in succession or (4) meetings in any (12)-month period is automatically removed as director. At that time the Member will be notified and allowed the opportunity to request reinstatement of that Director, or replacement with another candidate. If the Member does not reinstate a replacement Director, the membership is not revoked, as long as the member continues to be involved with the RC&D and pay dues.

Section 3 – Removal of Director.

- a. The Board of Directors may remove any Director, for any cause, by affirmative vote of majority (51%) majority of the Council. Removal may take place at any regular meeting of the Council or at any special meeting, called for such reason. Members will be notified (2) weeks prior to pending action by correspondence from the President, when possible. The removal of a member representative as a Director does not remove the membership itself. If removal of a member is also requested, this motion must be voted on separately.

- b. Any Director may resign at any time by giving written or electronic notification to the Board. The resignation shall be effective upon receipt by the Board or at such subsequent time as may be specified in the notice of resignation. This resignation shall be noted in the minutes. The resignation of a Director does not result in the resignation of the member. If a member wishes to revoke membership, a declaration of withdrawal must be made separately.

Article IV. Officers

Section 1 - Officer Structure.

- a. The officers of the Board shall be the Council President, Vice President, Secretary, and Treasurer elected by the Board. These officers shall constitute the Executive Committee. If necessary, one Director may hold the position of both Secretary and Treasurer, and will be responsible for the duties outlined below for both offices.
- b. The Executive Committee shall be elected or appointed at the Annual Meeting. Each office shall be nominated and then voted on separately, starting with the President. Nominations for a single office will be completed and then each Director will cast a single secret ballot for that officer position. If multiple nominations are made for a single Executive Committee position, each Director will then vote by ballot for either one applicant, or neither applicant. To be elected as an officer, a nominated candidate must receive majority (51%) approval of the Board. If no nominated candidate receives a majority (51%) approval, a second ballot will be taken. If no candidate can be agreed upon, or no willing candidate exists, a Director will be temporarily appointed to the position by the President until a candidate can receive a majority (51%) approval at a later regularly scheduled meeting.
- c. Elected officers will serve a term of one year.
- d. Officers may be re-elected to the same office. There is no limit to the number of consecutive terms a single officer can serve.
- e. Officers shall, by virtue of their office, be members of the Board of Directors.
- f. When an Executive Committee position becomes vacant mid-term, any Director may nominate a candidate to fill the position for the unexpired term. If multiple nominations are made for a single Executive Committee position, each Director will then vote by ballot for either one applicant, or neither applicant. To be elected as an officer, a nominated candidate must receive majority (51%) approval of the Board. If no nominated candidate receives a majority (51%) approval, a second ballot will be taken. If no candidate can be agreed upon, or no willing candidate exists, a Director will be temporarily appointed to the position by the President until a candidate can receive a majority (51%) approval at a later regularly scheduled meeting.
- g. The Executive Committee shall be responsible for:
 - i. Providing program direction in carrying out the Work Plan as approved and directed by the full Council,
 - ii. Ensuring that the Work Plan is regularly updated as needed,
 - iii. Working directly with the Executive Director on project and program issues, with authority to approve spending, contracts, and other business as allowed in Council policies.

- iv. Making recommendations to the full Council.
- h. The Executive Committee will meet with the Executive Director and staff as needed and conduct business between regular or special meetings of the Council, with such authority as may be delegated by the Council. The Executive Committee will report their activities to the full Board at regular meetings.

Section 2 - The President.

The President of the Board is the presiding officer of the Board and chief governance officer, whose role it is to assure the integrity of the Board's process.

- a. The President of the Board is responsible to chair regular Board meetings, call the meeting to order, ascertain that a quorum is present, assure proper sequence of business in accordance to the agenda, recognize Directors or other participants who are entitled to the floor, assure that all motions are properly declared and dealt with, announce the result of each vote, and declare the meeting adjourned once the agenda, motions, and votes have been properly completed.
- b. The President of the Board is responsible to ensure that the Board behaves consistently with its own Bylaws and policies, and those rules legitimately imposed upon it from outside the organization.
- c. The President of the Board may represent the Board to outside parties in announcing Board-stated positions and in stating President decisions and interpretations within the area delegated to her or him.

Section 3 - The Vice President.

- a. The Vice President of the Board shall, in the event of the absence or inability of the President to exercise their office, become acting president of the organization with all the rights, privileges, and powers as if he had been the duly elected President.
- b. The Council is authorized to vote on or appoint more than one vice-president and assign appropriate duties to such individuals.

Section 4 - The Secretary.

- a. The Secretary shall be responsible to ensure the proper recording of the minutes during regular meetings. They are also responsible to sign these documents as acts of the Council. The President shall assign an alternate in case of the absence of the Secretary.
- b. The Secretary shall be responsible to ensure a record of the minutes is kept in appropriate books, as well as a record of all committee reports and dates.
- c. The Secretary shall be responsible to ensure copies of the records are made and delivered to the other Directors.
- d. The Secretary is responsible to ensure a notice of each meeting is sent out to the Board of Directors, and other relevant persons, and to conduct the general correspondence of the Council, when not a function of other offices, committees, or staff.
- e. The Secretary shall present to the Board of Directors at any meetings any communication addressed to her or him as Secretary of the organization.

- f. The Secretary has the right to delegate the above responsibilities to others, such as staff, but this does not relieve the Secretary of any responsibility imposed upon it or him / her by law.
- g. If both the President and the Vice President of the Board are absent or unable to exercise their office, the Secretary shall call the meeting to order and become the acting President during that meeting.

Section 5 - The Treasurer.

- a. The Treasurer shall be responsible to ensure the care and custody of all monies belonging to the Council and shall be responsible for such monies or securities of the Council.
- b. The Treasurer shall ensure that a written account of the finances of the organization is rendered and such report shall be presented to the Board of Directors at regular meetings. The Treasurer shall ensure that a full financial report is made at the Annual Meeting.
- c. The Treasurer shall ensure that all audit and tax reporting requirements are met and that all such reports are submitted timely and properly.
- d. The Treasurer has the right to delegate the above responsibilities to others, such as staff, but this does not relieve the Treasurer of any responsibility imposed upon it or him / her by law.
- e. If the President, the Vice President, and the Secretary of the Board are absent or unable to exercise their office, the Treasurer shall call the meeting to order and become the acting President during that meeting.

Section 6 - Removal of Officers. Any officer elected or appointed may be removed by a majority (51%) approval of the Board of Directors whenever in their judgment the best interests of the corporation will be served thereby.

Article V. Committees

Section 1 – Committee Make-Up.

- a. The Board may elect or appoint a standing and special committee as needed, each of which shall consist of at least one (1) or more Director as a member of that committee.
- b. The committee chair need not be a Director, but must be either elected by a majority (51%) vote of the Board of Directors or appointed by the Board President. That committee chair shall have the responsibility and authority of chairing the meetings of that committee. The committee chair may also take on the responsibilities of Secretary, or delegate this responsibility to another committee member. The committee chair by virtue of her/his office is a member of the committee.
- c. Additional members of each committee need not be Directors. They may be appointed by the committee chair or by a majority (51%) vote of the existing committee members. Each committee member is entitled to one (1) vote when present at the committee meeting. If not a Director, their powers are limited to meetings of the committee to which they are a member. The committee shall handle all appointments and resignations of members of the committee.

- d. The committee can appoint subcommittees, which are responsible to and report to the committee and not to the Board of Directors. Each subcommittee must have a chair that reports activities back to the committee.

Section 2 – Committee Authority.

- a. These committees shall have and exercise the authority of the Board of Directors, within the area of its assigned responsibilities, when authorized by a majority (51%) vote of the Board of Directors. The committee chair is responsible to submit a report of the actions of the committee, if any, at each regular meeting.
- b. Committees do not have the right to:
 - remove the committee chair or elect another one;
 - amend, alter, or repeal the bylaws;
 - elect, appoint, or remove any Director or officer of the corporation;
 - amend the articles of incorporation;
 - amend, alter, or repeal any adopted policy;
 - adopt a plan of merger or adopt a plan of consolidation with another corporation;
 - authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business;
 - authorize the voluntary dissolution of the corporation or revoking proceedings therefor;
 - adopt a plan for the distribution of the assets of the corporation; or
 - amend, alter, or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee.
- c. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed upon it or him by law.

Section 3 – Dissolving of Committee. Any committee may be dissolved by the Board of Directors with a majority (51%) vote at any time and for any reason.

Article VI - Meetings

Section 1 – Meeting Schedules.

- a. Regular meetings of the WRC&D shall generally take place once every other month, on a day to be determined by the Board of Directors, beginning in January, unless otherwise ordered by the Board of Directors. The Board of Directors will determine the time and location of each regular meeting. Notification of the time, location, and agenda of each meeting, as well as any cancellations or changes to these items, will be given at least (48) hours in advance, whenever possible. Regular meetings shall be held at least once each quarter.
- b. The first regular meeting of each year will be the Annual Meeting. At such Annual Meeting, the Board shall elect a President, Vice President, Secretary, and Treasurer.

The Treasurer and committee chairs shall also be responsible for submitting annual reports to the Board of Directors.

- c. Special meetings of the Board of Directors or of any committee designated by the Board of Directors may be held at any time or place as needed. At least forty-eight (48) hours' notice will be given to all Directors as to the location, time, and agenda, whenever possible. All Directors must receive notice of any special meeting. Any officer may call a special meeting. No business shall be conducted except that which is stated in the notice of the special meeting.
- d. An Executive Session may be called by the President, or at least two (2) Directors at the beginning, end, or middle of each meeting, during which the public, volunteers, or staff will not be allowed to attend, unless by invitation.
- e. Attendance of a Director or a committee member at a meeting shall constitute a waiver of notice of such meeting, except where a Director or a committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 2 – Meeting Quorum.

- a. At any regular meeting, 51% presence of Directors shall constitute a quorum for the transaction of business. When a quorum is present, the act of majority (51%) of the Directors present shall be the act of the Board of Directors.
- b. At any special or committee meeting, a quorum necessary to conduct business shall be at least (3) members. At any committee meeting, at least (1) Director must be present to conduct business.
- c. At any Executive Committee meeting, a quorum necessary to conduct business shall be at least (2) members.

Section 3 – Attendance by Telephone or Other Electronic Means. Any Director or committee member designated by the Board of Directors may participate in a meeting of such Board or committee by means of a telephone or computer conference service, or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Article VII – Voting

- a. Every Director shall be entitled to (1) vote in person, by electronic mail, telecommunication, or by proxy (voting right given to alternate in the Director's absence).
- b. A majority of the Directors then in office (51%) shall constitute a quorum for transacting business and a majority (51%) vote of attending members (along with those voting by electronic mail or proxy) shall constitute a majority.
- c. At all regular and special meetings, except for the election of officers and Directors, all votes shall be by voice or show of hands. For election of officers and Directors, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

- d. At any regular or special meeting, if a majority so requires, any question may be voted upon by written ballot. This ballot shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.
- e. A Director who is present at a regular meeting at which action on any matter is taken shall be presumed to have assented to the action taken unless the Director's dissent or abstention is entered in the minutes of the meeting or unless the Director shall deliver his or her dissent or abstention to such action to the person acting as the Secretary of the meeting before the adjournment thereof, or shall deliver such dissent or abstention to the Secretary immediately after the adjournment of the meeting which dissent or abstention must be in the form of a record. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.
- f. Any absent Director entitled to vote at any meeting of the Board may be represented and may vote at such meeting by either electronic mail, or by a proxy authorized in writing. When vote is by e-mail, the e-mail must specify the matter with respect to which the vote is given, and the full e-mail, with date and address, must be filed with the Secretary. When by written proxy, the letter must specify the matter with respect to which the vote is given, must be signed and dated by the Director granting the proxy, and must be filed with the Secretary of the Corporation.

Article VIII. Electronic Transmission

- a. To utilize electronic transmission (e-mail) as a process to notify Directors of meetings, events, motions, or other actions requires each member to provide consent for use of e-mail in the form of record (minutes).
- b. Any Director can revoke this consent, to be recorded in the minutes.
- c. Each Director must give the address and location where an e-mail can be sent.
- d. If the attempt to notify a Director through e-mail fails twice consecutively, consent is revoked once the secretary or other responsible individual becomes aware of this inability. Notice must be at that point sent through other means. Failure to recognize this inability of notice does not invalidate any meeting or action (vote).
- e. An electronic notice becomes effective once e-mail reaches the address or once notice becomes available on another electronic network (website) and member has been notified of the existence and location of this notice.
- f. A Director may vote by e-mail, either in lieu of their presence at a regular meeting or on a special motion made outside of a regular meeting. This electronic vote must be sent to the Secretary. If vote is on a motion to be made at a regular meeting, the electronic vote must be sent before that meeting.
- g. Motions, project proposals, or grant submissions, may be proposed, by either a Director or the Executive Director, and voted on by e-mail between regular meetings. Each proposal or vote will be sent to either the full Board of Directors. Each Director must be provided with sufficient information before the vote is to be made, including the name of each candidate or text of each motion to be voted upon. This information must be contained in the e-mail to the Director as attachment or within the message. Directors have the option to ask clarifying questions before they vote. These questions should be asked via email, and all Board of Directors should be included in e-mail for both the questions and the answers.

