

**BYLAWS OF THE HIGH COUNTRY
RESOURCE CONSERVATION AND DEVELOPMENT AREA**

ARTICLE I – ORGANIZATION

A. Organization Name:

The name of the organization shall be the High Country Resource Conservation and Development Area, Inc.

B. Purpose and Objective:

The purpose of High Country RC&D is two-fold:

1. Help people and communities find the expertise and resources they need to plan and implement projects that improve the quality of life in Southeast Idaho and the Alta Area of Wyoming.
2. Assist communities and agencies to work across jurisdictional boundaries to address regional issues and take advantage of regional opportunities.

C. Eligibility for Sponsorship:

Sponsors of the High Country Resource Conservation and Development Area, Inc. may include the Boards of County Commissioners of Bonneville, Butte, Clark, Custer, Fremont, Jefferson, Lemhi, Madison, and Teton, Idaho Counties, and Teton, Wyoming County; the soil Conservation Districts in these counties. *Cities* existing in any of said counties may *also* become a sponsor.

(Amended 1/14/95). In addition, other non-profit organizations, community groups, individuals and private businesses living or doing business within High Country's service area may become sponsors (full vote).

Sponsorship becomes effective immediately following payment of such dues as prescribed and subject to consent of the Board of Directors.

Sponsors must designate a representative to participate in the RC&D activities.

D. Organizational Structure:

The Board of Directors will consist of one person from each County served. The Board may appoint up to three additional board members to improve diversity or gain needed expertise, not to exceed 13 total members on the Board. Each member shall have one vote. In case of a tie, the President of the RC&D Area will cast the deciding vote.

The members of the Board shall be the County Commissioner appointed to High Country by the Counties within the service area, or other such person designated by the County Commissioners.

ARTICLE II – RC&D COUNCIL

- A.** The Council consists of sponsors as they assemble for annual or special meetings. Their responsibilities include:
 - 1.** Participate in the annual business meeting.
 - 2.** Propose bylaw amendments and other changes to the Board from time to time as deemed necessary.
 - 3.** Recommend the type of expertise needed for the three at-large members of the Board.
 - 4.** Set annual dues.
 - 5.** Provide input to, and approve the Strategic (Long-term) Plan of Operations.

ARTICLE III – EXECUTIVE COMMITTEE (OFFICERS)

- A.** The officers of the Executive Committee shall:
 - 1.** Consist of a President, Vice-President, Secretary, and Treasurer.
 - 2.** Be elected every two years by the Board of Directors.
- B.** The Executive Committee will make the day-to-day operating decisions that occur between the Board of Directors meetings, for which the staff has no authorization. Decisions of the Executive Committee will be reviewed by the board at the next scheduled meeting.
- C.** May meet electronically.

ARTICLE IV – BOARD OF DIRECTORS (BOARD)

- A.** There shall be a Board of the RC&D Council Membership. The Board of Directors shall consist of one representative from each County (geographical location) and up to three additional members as appointed by the Board for diversity, expertise or other identified needs of the Board.
- B.** The business and property of this organization shall be managed and controlled by the Board.
- C.** The Board shall conduct and supervise the current activities of the organization as follows:
 - 1.** Appoint committees to the Area, to assist in carrying out the purposes, functions, duties, and responsibilities of the Area.
 - 2.** Obtain funds, and prepare and present to Council an annual budget and approve expense accounts and other disbursements.
 - 3.** Review proposals submitted by sponsors, partners, communities, or individuals residing in High Country's service area, and prioritize them for the purposes of Annual Plans of Work and long-term Strategic plans.
 - 4.** Arrange for audits of the organization's financial affairs by qualified and interested persons.
 - 5.** Employ and establish the rate of compensation for employees of the organization.
 - 6.** Designate a member to represent the organization at meetings and hearings.

7. Hold an annual meeting of all sponsors during the first quarter of the calendar year.
8. May meet electronically.

D. Duties and Compensations:

1. Authorizes expenses of Board Members in the discharge of their authorized duties that may be reimbursed out of the High Country RC&D Area's Treasury at rates approved by the Board.
2. The President of the Board shall preside at all meetings of the Board
3. The Vice-President shall act for the President in his/her absence.
4. The Secretary of the Board shall keep a record of all the transactions. The Secretary shall notify members of meetings; in general, perform all the duties incumbent to the office of the secretary and other duties assigned by the chairman of the Board. The secretary and treasurer may be one person if so elected by the Board.
5. The Treasurer of the Board shall receive dues, assessments, and other monies and deposit it in the High Country RC&D account; make disbursements from this account and keep current and complete records of accounts; and perform all other duties naturally incumbent upon this office.
6. The Board shall obtain and maintain General Liability and Officers and Directors Liability Insurance.

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

All funds of the RC&D shall be deposited in such bank or banks as the RC&D Council shall designate. Funds shall be withdrawn only upon the check or order of the Treasurer, countersigned by the President, PROVIDED THAT the Board of Directors shall designate three Officers plus 2 members from the Board of Directors to sign an/or countersign such checks in in place of the Treasurer and/or of the president in case of the absence or other inability of either or both to sign the same.

ARTICLE V – ADOPTION, AMENDING OR REVISING BYLAWS

- A. These bylaws will be adopted by simple majority of the Board of Directors at the regular meeting of the High Country RC&D Board Meeting.
- B. These bylaws may be amended or revised by simple majority of Board members.
- C. After the approval and adoption, these bylaws may be ratified by the signature the President of the High Country RC&D Area, Inc.

ARTICLE VI – GENERAL OPERATING PROCEDURES

A. Offices:

The High Country RC&D Area shall have such office or offices as the Board of Directors deem necessary for effective and efficient operations.

B. Meetings:

1. Meetings of the RC&D sponsorship shall take place at least once annually or on call of the members of the Board.
2. Meetings of the Board shall take place quarterly or on call of the President of the Board. All meetings shall be held at such place within the RC&D Area upon determination of the Board.

Written notice stating the place, day and hour of any meeting shall be delivered either personally to the member's representatives or by mail, or email to such representatives not less than 5 days before such meeting, PROVIDED THAT no notice need be given of any regular quarterly or monthly meeting, as the case may be the time of which has been established by resolution in the minutes of a meeting of the RC&D Council or Board respectively. 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/her address as it appears on the records of the Area .

3. Minutes of all meetings of the RC&D Council, board of directors, executive committees and other committees shall be distributed to each sponsor representative of the RC&D Area, Inc.
4. Quorum: A quorum of the Board must consist of at least 5 board members. At the Annual RC&D Council meeting, each sponsor shall have one vote. A simple majority of the voting entities present shall decide all issues. A simple majority of the Executive Committee will be considered a quorum.
5. Proxy Voting: Any *RC&D Council Member* and also any member of the Board may cast his/her vote by proxy in the transaction of any business of the RC&D Council or Board PROVIDED THAT such proxy shall be in writing and shall be filed with the secretary of the RC&D Council prior to the meeting at which the vote is to be cast. No member of the RC&D Council or of the Board may act as proxy for more than one member of such group at any given meeting. Such proxy may 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.
6. The minutes of the meetings of the Annual RC&D Council Meeting, Executive Committee, and Board shall be a matter of the public record.
7. Robert's Rules of Order shall govern all matters of parliamentary procedure.

C. Vacancies in Office:

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

1. A vacancy of any office shall be filled by appointment by the Board until the next annual meeting.

D. Sponsor Dues:

1. Dues required of any sponsor shall be set at the annual RC&D council meeting.
2. The failure of any member to pay the dues as set by at the annual RC&D Council meeting within 90 days of the due date thereof as set at the annual meeting, unless excused at the said annual RC&D Council meeting, may be grounds for the revocation of voting rights of such sponsor member . Such rights can only be reinstated upon payment of current dues.

BY THE POWER INVESTED IN ME AS PRESIDENT OF THE HIGH COUNTRY RESOURCE CONSERVATION AND DEVELOPMENT AREA, I HERBY CERTIFY BY MY SIGNATURE THAT THE ABOVE BYLAWS WERE AMENDED BY THE HIGH COUNTRY RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL ON THE 5TH DAY OF MARCH, 1981, THE 24TH DAY OF JANUARY, 1995, AND THE 31ST DAY OF JANUARY 2013 AND THAT THEY NOW CONSITUTE THE BYLAWS OF THE SAID AREA.

President, High Country RC&D Area, Inc.

Witness of Signature:

Date

Title: