

OKLAHOMA ASSOCIATION
OF
RC&D COUNCILS, INC.

By – Laws

As Amended
January 30, 2007

BY-LAWS

Oklahoma Association Of Resource, Conservation And Development Councils, Inc.

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Article I

NAME AND OFFICE LOCATION

Section 1. **NAME:** The name of the Corporation is the Oklahoma Association of Resource Conservation and Development (RC&D) Councils, Inc.

Section 2. **LOCATION:** The principal office of the Corporation shall be located in the RC&D office to be designated by the Corporation.

Article II

PURPOSES AND POWERS

Section 1. **PURPOSE:** The purposes for which this Corporation is formed are as set forth in the Articles of Incorporation. These purposes are to support and develop the efforts of Oklahoma's Resource Conservation and Development Association councils to educate the people living in the state to accelerate the development, conservation, and wise use of human, financial and natural resources in order to improve the standard of living and the quality of life in Oklahoma.

Section 2. **POWERS:** The Corporation may purchase, receive and/or accept, hold title to or borrow against property, whether real, personal or mixed, by way of gift, devise or bequest, from any person, firm, trust or corporation, to be held, administered, or disposed of, and to do any other business permissible by law in accordance with and pursuant to its purposes.

Article III

BOARD OF DIRECTORS

Section 1. **POLICY:** The powers of the Corporation, including the establishment of policy, determination of matters of business, adopting bylaws and amending or altering same, are vested in the Board of Directors.

Section 2. **REPRESENTATION:** The representation to the Oklahoma Association of RC&D Councils, Inc. shall be made up of two (2) representatives from each of the RC&D association councils in Oklahoma. Appointments will be made by January 1 of each year. In the event either of the two members cannot attend a meeting of the Corporation, an alternate, to be selected by the Chair of the local RC&D association council, should attend to represent his/her council.

Section 3. **QUALIFICATIONS:** To qualify for the Board of Directors, persons must only meet the qualifications which their individual RC&D association council follows and be a member in good standing. A RC&D council that does not pay annual dues will not qualify its representatives as voting members of the Board of Directors.

Section 4. **COMPENSATION:** Directors shall not receive any compensation for their service on the Board of Directors but may be reimbursed for accrued and necessary expenses when authorized to represent the Corporation.

Section 5. **REMOVAL FROM OFFICE:** A director may be removed by a two-thirds (2/3) vote of the Board of Directors.

Section 6. **VACANCIES:** Any vacancy occurring on the Board of Directors will be filled by appointment from the RC&D association council from which the vacancy came.

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Article IV

THE EXECUTIVE BOARD

Section 1. **MEMBERSHIP:** The Executive Board shall consist of the Chair, Vice Chair, Secretary, and Treasurer for a total of four (4) members and the Immediate Past Chair as a non-voting ex-officio member to serve in an advisory capacity.

Section 2. **POWERS:** The Executive Board shall manage the affairs of the Corporation in between regularly scheduled meetings of said Corporation. Any action of the Executive Board may be reversed by a majority of the Board of Directors at the next regularly scheduled meeting.

Section 3. **VACANCIES:** Any vacancy occurring on the Executive Board shall be filled by appointment of the Chair until the next annual meeting of the Corporation.

Article V

MEETINGS, QUORUMS, AND VOTING

Section 1. **MEETINGS:** The corporation shall hold an annual meeting in July when possible, and three quarterly meetings each year. A Quorum for all meetings shall consist of those voting members present. A majority vote shall consist of more than fifty (50%) of members present who offer a vote. A majority vote shall be required to approve all decisions made by the Board of Directors with the exception of by-laws changes which will require two-thirds (2/3) vote to approve changes. Special meetings may be called by the Chair so long as every member of the Board of Directors is informed in writing at least two weeks prior to the meeting.

Section 2. **ATTENDANCE POLICY:** All members will be required to attend all meetings of the Board of Directors. If a member has two consecutive unexcused absences from council meetings, said member will be contacted by the Chair. After three (3) consecutive unexcused absences, said member will be considered for removal from the council by majority vote of the Board.

Section 3. **OPEN MEETING ACT:** All meetings of the Board of Directors and the Executive Board shall be held in accordance with the Oklahoma Open Meeting Act, O. S. Sections 301-314.

Article VI

OFFICERS

Section 1. **OFFICERS:** The officers of the Corporation shall be the Chair, Vice Chair, Secretary, and Treasurer with the Immediate Past Chair as ex-officio. The offices of the Secretary and the Treasurer may be combined at the discretion of the Board of Directors annually during the election of new officers. The officers shall perform the duties prescribed by these by-laws and any assigned by the Corporations Board of Directors.

Section 2. **ELECTIONS:** The Board of Directors shall elect officers from their membership through the appointment of a Nominating Committee at the third quarterly meeting and then an election using a ballot system at the fourth quarterly meeting. New officers shall assume office on January 1 at the beginning of the fiscal year. All offices will be filled through the election

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with the exception of the Immediate Past Chair which is automatically filled when a new Chair is elected.

Section 3. **TERMS OF OFFICE:** Officers' terms of office shall be for one year. The Chair and Vice Chair may serve no more than two consecutive terms in the same office. After a minimum of one year out of office, they will be eligible to be re-elected to the same office. Service as the Immediate Past Chair will constitute time out of an elected office.

Section 4. **VACANCIES:** Any vacancy in the officer positions shall be filled by appointment of the Chair to complete the term.

Section 5. **DUTIES OF OFFICERS:**

- a. **IMMEDIATE PAST CHAIR:** The Immediate Past Chair shall serve as Chair of the Nominating Committee. In the event the Immediate Past Chair is unable to serve, the Chair shall make an appointment.
- b. **CHAIR:** The Chair
 - i. Shall assure that the Board of Directors adheres to its intended purposes;
 - ii. Shall represent the Board of Directors as speaker and leader at various functions with diverse federal, state and local agencies and organizations;
 - iii. Shall encourage input from all members;
 - iv. Shall conduct regular and special meetings of the Board of Directors and the Executive Board;
 - v. Shall sign, with attestation of the Secretary, any deeds, mortgages, bonds, contracts, or other instruments which the Board authorizes to be executed; and
 - vi. Shall perform all other duties associated with this position.
- c. **VICE CHAIR:**
 - i. In the absence of the Chair, or in the event of the Chair's inability or refusal to act, the Vice Chair shall assume the duties of the Chair and therein be subject to limitations and powers of the position.
 - ii. In addition to acting in the absence of the Chair, the Vice Chair shall chair an annual committee to review the records of the Treasurer for completeness and/or irregularities prior to the 2nd meeting of the year.
- d. **SECRETARY:** The Secretary
 - i. Shall see that approved minutes of the meetings of the Corporations Board of Directors are kept on file in the principal office;
 - ii. Shall see that all notices of meetings are given in accordance with the provisions of these by-laws or as required by law;
 - iii. Shall keep the Corporation Charter up to date;
 - iv. Shall see that all correspondence is provided in a timely manner; and

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- v. Shall perform all other duties as may be assigned by the Board of Directors.
- e. **TREASURER:** The Treasurer
 - i. Shall have charge and custody of and be responsible for all funds and securities of the Corporation;
 - ii. Shall receive and give receipts for monies due and payable to the Corporation from any source;
 - iii. Shall deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as selected by the Executive Board;
 - iv. Shall be responsible for keeping and filing all books, reports, statements and other records involving finance & monies of the corporation as required by law and these by-laws;
 - v. Shall render to the Chair and/or the Board of Directors a statement of the financial condition of the Corporation and of all transactions of this office, whenever required,
 - vi. Shall see that all necessary tax papers for the Corporation are filed;
 - vii. Shall provide the necessary records for, and assist with, any audit; and
 - viii. Shall perform all other duties as may be assigned by the Board of Directors.

Article VII

COMMITTEES

Section 1. **COMMITTEE APPOINTMENTS:** The Board of Directors shall be empowered to create and establish such committees as deemed necessary to the carrying out of corporation functions. The Corporation's Chair will be responsible for appointing all committee chairs not otherwise stipulated in these by-laws.

Section 2. **COMMITTEE GUIDELINES:** Each committee created or established shall be given explicit guidelines as to its purpose, responsibilities, and reporting requirements. Each committee will elect a committee chair from its members. The committee chair is responsible for calling and conducting meetings, managing activities, and communicating with the Corporation's Chair regarding such.

Section 3. **STANDING COMMITTEES:** Standing committees are on-going. They are the driving force for implementing activities of the Corporation.

Section 4. **AD HOC COMMITTEES AND ACTION TEAMS:** Ad hoc committees and action teams shall be created to serve a specific purpose, and when that purpose has been fulfilled, the committee or team is dissolved.

Article VIII

INDEMNIFICATION AND EXECUTION OF INSTRUMENTS

Section 1. **INDEMNIFICATION:** Officers, Board of Directors, staff of the Corporation, and their private property, shall not be liable in any manner for the Corporation's debts, obligations,

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undertakings or liabilities, which may accrue from time to time in any manner by reason of the ownership, administration or distribution of the Corporation's property or funds, or by reason of any acts of commission or omission on their part in the conduct of the Corporation's affairs, so long as they act in good faith.

Section 2. EXECUTIVE OF INSTRUMENTS:

- a. All instruments of assignment, transfer, conveyance, release and contract, notes, and drafts requiring execution of the Corporation, will be signed by both the Chair and the Secretary or by person(s) so designated by the Board of Directors.
- b. All checks or drafts for monies shall be signed by two members of the Board of Directors so designated by the Board of Directors.
- c. All tax related matters requiring a signature may be signed by the Treasurer or other persons so designated by the Board of Directors.

Article IX

MISCELLANEOUS PROVISIONS

Section 1. **CORPORATE SEAL:** There shall be a Corporate Seal for the Corporation which shall be housed with the Secretary.

Section 2. **FISCAL YEAR:** The accounting fiscal year of the Corporation shall end at the close of business on the last day of December of each year.

Section 3. **DUES:** Dues will be set annually by the Board of Directors.

Article X

PARLIAMENTARY PROCEDURE

Section 1. **POLICY:** All meetings of the Board of Directors of the Corporation shall be conducted pursuant to Robert's Rules of Order revised, except to the extent and degree that other procedural requirements are set forth by law in the Articles of Incorporation of these by-laws.

Article XI

NONDISCRIMINATION STATEMENT

Section 1. **POLICY:** The Corporation shall not discriminate in its programs and activities on the basis of race, color, national origin, gender, religion, age disability, political beliefs, sexual orientation, and marital or family status. (Not all prohibited bases apply to all programs.) Persons with disabilities who require alternative means for communication program information (Braille, large print, audio tape, etc.) shall be directed to contact the Corporation's principal office. To file a complaint of discrimination, the complainant shall be directed to write the Chair of the Executive Board at the Corporation's principal office. The Corporation shall be an equal opportunity provider and employer.

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Article XII

AMENDMENT OF BY-LAWS

Section 1. **POLICY:** These by-laws may be repealed or amended by two-thirds 2/3 vote of the Board of Directors at any regular meeting or special meeting of the Board called for such purpose, at which a quorum is present; provided, however, no such action shall change the purpose of the Corporation so as to impair its rights and powers or to waive any requirement of bond or any provision for the safety and security of property and funds of the Corporation or its Directors or to deprive any Director without his/her express consent of rights, privileges, or immunities then existing; and further provided that notice of any proposed amendments or repeals shall be sent to all members of the Board of Directors at least thirty days in advance of the meeting.

Article XIII

DISSOLUTION

Section 1. **DISSOLUTION:** Upon the dissolution of the Oklahoma Association of Resource, Conservation, and Development Councils, Inc., the assets shall be distributed for one or more of the tax-exempt purposes within the meaning of Section 401 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, equally among all RC&D association councils in Oklahoma that have paid their annual dues at the time of dissolution. If all the RC&D association councils in Oklahoma are dissolved, all of the Corporation's funds will be distributed to an organization by agreement of the Board of Directors.

Adoption of By-Laws

This action authorized at the regularly scheduled meeting of the Oklahoma Association of Resource Conservation and Development (RC&D) Councils, Inc. All prior by-laws are amended as of this date: **30 January, 2007.**

OKLAHOMA ASSOCIATION OF RC&D COUNCILS, INC.

By: /s/ Pauline Fahle

Pauline Fahle

(Seal) Chair

Attest: /s/ RANDOLPH P. COTTEN

Randolph P. Cotten
Secretary