

BY-LAWS  
SOUTHWEST STATES RC&D COUNCILS, INC

ARTICLE I  
NAME & OFFICE LOCATION

Section 1. The name of this Corporation is the SOUTHWEST STATES RC&D COUNCILS, INC.

Section 2. The principal office of this Corporation shall be located at 1105 North Killough Road, Wynne, Arkansas, 72396. The Council mailing address shall be the address of the current Secretary.

ARTICLE II  
OBJECTIVE & POWERS

Section 1. The objective of the Southwest States RC&D Councils shall be to assist member RC&D Councils in improving the quality of life by coordinating efforts that will enhance economic development, social well-being, and intelligent management of our natural resources. To meet this objective the Council shall:

- a. Coordinate and disseminate information relative to the interests, efforts and accomplishments of all member RC&D Councils.
- b. Represent member RC&D Councils at the National level.
- c. Cooperate with private and public entities concerned with conservation and development of the geographic area resources to accomplish member RC&D Councils' objectives.
- d. Serve as a liaison to promulgate and coordinate information about specific RC&D projects that might benefit other participants.
- e. Support an expanded and strong national Resource Conservation and Development Program.
- f. Encourage and assist in the formation of new RC&D areas within the geographic area.
- g. Disseminate information relative to natural disasters and the impact to our natural resources.

This Corporation shall represent the following states: Arkansas, Kansas, Louisiana, Missouri, Oklahoma, and Texas.

**ARTICLE III  
BOARD OF DIRECTORS**

- Section 1. 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. The Board of Directors shall consist of the designated representative of each member RC&D Council.
- Section 3. To qualify for the Board of Directors, persons must be of legal voting age or older, be a member of a RC&D Council who has met all obligations of the Corporation and have a working interest in the purposes and basic policies of the Corporation.
- Section 4. Any vacancy occurring on the Board of Directors shall be filled through an appointment by the individual RC&D Council. Directors shall not receive any compensation for their service on the Board of Directors.
- Section 5. The names of the delegates and alternates to the Board are due to the ~~Secretary~~ Treasurer 30 days prior to the annual meeting . In the event that the delegate or alternate cannot be present at the annual meeting, the designee can present a letter of appointment to the Council President.

**ARTICLE IV  
EXECUTIVE COMMITTEE**

- Section 1. The Executive Committee shall be the officers of the Corporation; the President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, and Treasurer, no more than two shall be from a single State RC&D organization. These elected officers and the six state Association Presidents shall be the Executive Board of the Corporation and shall conduct necessary business between Board of Directors meetings.
- Section 2. President, First Vice-President and Treasurer shall be elected at the annual meeting on even-numbered years. Second Vice-President, Third Vice-President and Secretary shall be elected at the annual meeting on odd numbered years. All terms will be for two years.
- Section 3. Any vacancy on the executive committee shall be filled by Executive Board appointment. Such appointee shall serve until the next annual meeting.

Section 4. Maximum term of any officer in one office will be two consecutive two-year terms. Officers will be elected by a vote of qualified RC&D Council members who are registered and attending the annual meeting.

Section 5. Duties of the officers:

- a. **President:** The President shall assure that the Corporation adheres to its intended purposes and shall represent the Board of Directors as speaker and leader at various functions with diverse federal, state, and local agencies and organization's and encourage input from all members. The President will conduct all regular and special meetings of the Corporation, open the meeting at the appointed time, and adjourn as appropriate. The President shall state and put to vote all questions that legitimately come before the Corporation. The President shall sign, with attestation of the Treasurer, any deeds, bonds, contracts, or other instruments which the Board authorizes to be executed; and performs all other duties associated with this position, and will serve as Director on the National RC&D Board.
- b. **First Vice President:** In the absence of the President or in the event of the President's inability or refusal to act, the First Vice President shall assume the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Perform other duties as assigned by the President.
- c. **Second Vice President:** Shall serve as Parliamentarian, and other assigned duties.
- d. **Third Vice President:** Will fulfill duties assigned by the President.
- e. **Secretary:** The Secretary shall see that approved minutes of the meetings of the Corporation's Board of Directors, Executive Committee, and Executive Board are kept on file at a location designated by the Executive Board; shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law and shall perform all other duties as may be assigned by the Board of Directors.
- f. **Treasurer:** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; shall render to the President and the Board of Directors whenever required, a statement of the financial condition of the Corporation and of all transactions of the Treasurer, and render a full financial report at the regular meeting of the Board of Directors; shall see that all monies in the name of the Corporation are deposited in such banks, trust companies, or other depositories as shall be selected by the Board of

Directors; shall see that all necessary tax papers for the Corporation are filed; shall keep the Corporation charter up to date; shall keep the necessary records and assist with any audit; and shall perform all other duties as may be assigned by the Board of Directors. The Corporation will cover any expenses for preparing and filing reports or tax documents and bonding. The Treasurer shall be bonded and shall arrange for an annual audit.

Section 6. The Executive Committee may establish action teams, special committees, and subcommittees, or may hire employees and/or agents to achieve its purposes.

Section 7. The Executive Committee shall not take actions, which will change the Purpose, goals, or structure of the Corporation.

## **ARTICLE V THE EXECUTIVE BOARD**

Section 1. The Executive Board shall manage the business of the Corporation, including the financial affairs.

Section 2. The Executive Board shall consist of the elected officers and the Presidents of the six Member States and/or their appointees.

Section 3. Executive Board meetings: A quorum shall consist of those members present. Meetings requiring a quorum to transact business must be called by letter to all Executive Board members two weeks prior to the meeting or if time does not permit, a meeting may be called by telephone, providing a telephone log of all calls is maintained and entered in the minutes of the meeting. In instances where it is documented that time does permit for a meeting and/or the subject matter is brief in nature, a meeting may be held by telephone conference. The Executive Board shall meet at least twice per year, one of which will be at the annual meeting of the Corporation.

Section 4. The Executive Board shall not take actions, which will change the purpose, goals, or structure of the Corporation.

Section 5. The Executive Board will appoint a Director to serve on the National RC&D Board with the Southwest States RC&D Council President who is also a Director on the National RC&D Board.

**ARTICLE VI  
MEETINGS, QUORUM, AND VOTING**

Section 1. The Corporation shall hold an annual meeting. The President may call other meetings as necessary. All persons on the Board of Directors and each Council shall be advised of Board of Directors meeting 30 days in advance and each council area notified.

Section 2. A quorum for all meetings, except the Executive Committee, shall consist of the members present.

Section 3. A majority vote shall consist of more than fifty percent of members present who offer a vote. A majority vote shall be required to approve all recommendations made by the Board.

Section 4. Directors must be present to vote. Proxy voting will not be allowed. Each member (Council) shall be allowed one vote.

Section 5. A quorum of the Executive Committee shall be a majority of the total membership of the Executive Committee.

**ARTICLE VII  
DISSOLUTION**

Section 1. Upon dissolution of the Corporation the assets shall be distributed for one or more of the tax-exempt purposes within the meaning of Section 501 c (3) of the Internal Revenue Code, or corresponding section of the future tax code, equally among all member RC&D Councils that have paid their annual dues at the time of dissolution. If all Member RC&D Councils are dissolved, all of the Corporation funds will be distributed by agreement of the Board of Directors to an organization or organizations that meet one or more of the tax exempt purposes within the meaning of Section 501 c (3) of the Internal Revenue Code, or corresponding section of the future tax code.

**ARTICLE VIII  
MISCELLANEOUS PROVISIONS**

Section 1. Corporate Seal: There shall be no Corporate Seal.

Section 2. Fiscal Year: The fiscal year of the Corporation shall end at the close of business on the last day of December of each year.

**ARTICLE IX  
INDEMNIFICATION AND EXECUTION OF INSTRUMENTS**

Section 1. Indemnification: Officers, Board of Directors, members, and staff of the Corporation, and their private property, shall not be liable in any manner for the Corporation's debts, obligations, undertakings or liabilities, which may accrue from time in any manner by reason of the ownership, administration or distribution of the Corporate property or funds, or by reason of any acts of commission or omission on their part in the conduct of the Corporate affairs, so long as they act in good faith.

The Officers, Board of Directors members, and staff shall not be liable or accountable in any manner for honest mistakes or errors of judgement, nor for errors or wrong doings of the agents, brokers, attorneys, or servants, nor for interest on funds temporarily idle. They shall have the right, at all times and in all matters, to act upon any information or evidence deemed by them reliable without incurring any personal liability or responsibility of any kind.

Section 2. Execution of Instruments: All instruments of assignment, transfer, conveyance, release and contract requiring execution of the Corporation shall be signed by both the President, and the Treasurer.

**ARTICLE X  
PARLIAMENTARY AUTHORITY**

Section 1. All meetings 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, the Articles of Incorporation or these Bylaws.

**ARTICLE XI  
AMENDMENTS OF BYLAWS**

Section 1: These Bylaws may not be altered or amended, or any portion thereof repealed except by a majority vote of the members of the Board of Directors that are present at any meeting or special meeting called for the purpose and of which thirty (30) days previous notice shall have been given to each member in good standing, together with a copy of the proposed revisions to be offered at such meeting. Each approved revision of the Bylaws shall reflect the specific Board of Directors meeting, the date and certification of the general membership's approval over the signature of the President and the Secretary, prior to distribution of the revised Articles to the membership.

**ARTICLE XII  
NON-DISCRIMINATION STATEMENT**

Section 1. Non-discrimination: This Corporation prohibits discrimination in all its programs and activities on the basis of race, color, national origin, sex, religion, age, disability, political beliefs, sexual orientation, or marital or family status.

**ARTICLE XIII  
MEMBERSHIP**

Section 1. The regular members of the Corporation shall be the RC&D Councils within the six states of Arkansas, Kansas, Louisiana, Missouri, Oklahoma and Texas.

Section 2. Any RC&D Council within the six states may become a member by requesting such membership and paying the required annual dues.

Section 3. Each member RC&D Council shall each year name a director and an alternate to the Board of Directors. The directors shall represent his or her council at all Corporation meetings. The designated alternate shall act in case the named director is absent.

Section 4. The treasurer of the Corporation shall be notified in writing of the names and addresses of the director and alternate 30 days prior to the annual meeting each year, and shall be notified of any changes in these names or addresses prior to the annual meeting.

Section 5. Only members whose dues are paid up to date prior to a Board meeting shall have the right to vote.

**ARTICLE XIV  
FINANCING**

Section 1. A yearly budget shall be prepared by a finance committee chaired by the Treasurer. The Board of Directors shall adopt the budget at the annual meeting. Each member RC&D Council shall be assessed annual dues in an amount necessary to meet the budget. Dues shall be due and payable January 1 of each year. Dues not paid by the date of the annual meeting each year shall be considered delinquent.

Section 2. Individuals and interested businesses and associations are eligible to become associate members of the Council by applying for such membership and paying annual dues in an amount determined by the Board of Directors.

Articles I through XIV of these Bylaws contained on eight (8) typewritten pages were revised and approved as written by a majority vote of the members present at the Business Session of Annual meeting on June 22, 2006.

Board Members recommending revision of Bylaws:

LeRoy Dangeau, President  
Jim Bailey, 1<sup>st</sup> Vice President  
J. D. Rector, 2<sup>nd</sup> Vice President  
Kathryn Braden, 3<sup>rd</sup> Vice President  
Glen Williams, Treasurer  
Annette Gutierrez, Secretary  
Steve Radcliff, Missouri representative  
George Duzant, Louisiana representative

Board Members authorizing the revision of Bylaws per Board of Directors approval on June 22, 2006. Bylaws become effective immediately after approval at 2:30pm.

LeRoy Dangeau, President, AR  
Jim Bailey, 1<sup>st</sup> Vice President, OK  
Pauline Fahle, OK  
Kathryn Braden, MO  
Gwen Barnhart, TX  
Annette Gutierrez, TX

Otto Cowling, Jr., AR  
Colette Anzalone, LA  
Marva Beck, TX  
Vickie Leiber, KS  
Steve Radcliff, MO

Original with signatures on file at the offices of Debbie Moreland, Program Manager, 12623 Hwy 300, Roland, AR 72135. Available upon request.