

Proposed Changes Are:

- Article IV Section 2, A. Clarifies Voting
- Article IV Section 2, B. Adds Council Member Emeritus
- Article IV Section 5 Clarifies grammar

Draft Amended as of March 2005

**TIDEWATER
RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL**

CONSTITUTION AND BY-LAWS

ARTICLE I NAME

SECTION 1 Name

The name of the organization shall be the Tidewater Resource Conservation and Development Council.

SECTION 2 Description

The organization is an independent, non-profit, non-partisan, incorporated, locally-represented group having as its prime objective the appropriate use of all resources in the RC&D project area.

ARTICLE II MISSION AND OBJECTIVES

SECTION 1 Mission

The mission of this organization is to capitalize on abilities, resources and opportunities to create an economically diverse, culturally responsive and ecologically sound region.

SECTION 2 Objectives

The objectives of Tidewater RC&D Council are as follows:

- A. To secure technical, educational, monetary, and other services necessary to accomplish the goals and objectives enumerated in their strategic plan.
- B. To develop and carry out an RC&D plan of work for the area in an effort to improve environmental and economic conditions.
- C. To cooperate and assist in implementation of plans of other organizations and agencies.
- D. To create a general awareness of the need for improvement of the environment by consideration and orderly development of resources for the area.

- E. This organization is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future Internal Revenue Service Law).
- F. No part of the net earnings of said organizations shall inure to the benefit of, or be distributed to its members, trustees, officers or other private persons; except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the preceding paragraph. Reimbursements for expenses incurred by RC&D council members or council volunteers may be authorized by the Council or the Executive Committee.
- G. Notwithstanding any other provisions of these articles, said organization shall not carry on any other activities not permitted to be carried out by (a) an organization exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954, (b) a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954, (or the corresponding provision of any future United States Internal Revenue Law.
- H. Upon the dissolution of Tidewater RC&D Council and after paying or making provision for the payment of all its liabilities, the Council shall dispose of all of its assets to organizations operated exclusively for charitable, educational, or scientific purposes as shall be at the time qualified as exempt 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 Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas in which the principal office of said organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes.

ARTICLE III POWERS

SECTION 1

The organization shall be governed by the actions of the Tidewater Resource Conservation and Development Council and the elected Executive Committee. The organization shall function within the scope of a non-profit, incorporated entity. As such it is not a unit of government nor does it have the authority to function as a unit of government.

ARTICLE IV SPONSORS AND MEMBERSHIP

SECTION 1 Sponsors

The Legal Sponsors include:

Counties

Essex County Board of Supervisors

Gloucester County Board of Supervisors

King and Queen County Board of Supervisors

King William County Board of Supervisors

Lancaster County Board of Supervisors

Mathews County Board of Supervisors

Middlesex County Board of Supervisors

Northumberland County Board of Supervisors

Richmond County Board of Supervisors

Westmoreland County Board of Supervisors

Soil and Water Conservation Districts

Northern Neck SWCD

Tidewater SWCD

Three Rivers SWCD

Planning District Commissions

Middle Peninsula PDC

Northern Neck PDC

SECTION 2 Council Members

The RC&D Council shall be composed of members of which one shall be appointed by each legal sponsor and five at-large members shall be appointed by the Council.

A.. Voting

Each sponsor appointed council member and each council appointed at-large member shall have one vote on actions of the council. The input of Council Members Emeritus shall be considered, however, they do not have a vote.

B. Council Member Emeritus

The Council can appoint highly qualified individuals to the position of Council Member Emeritus when they have a minimum of ten years experience as a council member and have made outstanding contributions to the RC&D Council during their tenure as a council member. This appointment as Emeritus is a four year appointment concluding in the fourth year on December 31. The person is eligible for re-appointment for continuing terms.

SECTION 3 Vacancies

Vacancies shall be filled for unexpired terms as they occur by the sponsor responsible for that member. A member shall serve until a successor is duly appointed.

SECTION 4 Liability

Individual members of the RC&D Council, regardless of their position on the Council, may not be liable for the actions of the RC&D Council.

SECTION 5 Dues

Counties shall be dues paying members, and conservation districts and planning district commissions shall be not be required to pay dues.

ARTICLE V TERMS OF OFFICE

SECTION 1 Council Member Appointments

Members of the RC&D Council shall be appointed by the legal sponsoring organizations prior to January 1st of each four year period. At-large members will be appointed by the RC&D Council by January 1 for a four year term.

- A. Terms are for a four year period and are appointed on a staggered basis with some terms expiring each year. All terms begin on January 1st and conclude on December 30th.
- B. Members of the RC&D Council whose terms expire are eligible for reappointment.
- C. The RC&D Council may recommend removal of any council member who attends less than one-half of the regular scheduled council meetings each year. This action will be recommended to the appropriate RC&D sponsor.

SECTION 2 Officers

The Chairperson and Vice-Chairperson shall be elected for a term of two years and may not succeed themselves.

The Secretary/Treasurer shall be elected for a term of two years and may serve consecutive terms. These officers shall be elected at the first meeting of the Council after January 1 of odd numbered years.

ARTICLE VI OFFICERS AND OFFICIAL BODIES

SECTION 1 Number of officers

The officers of the RC&D Council shall be Chairperson, Vice-Chairperson and Secretary/Treasurer.

- A. The Tidewater RC&D Council, Inc. will elect its officers from the entire membership of the council at the first meeting of odd numbered years.
Amendment 1 approved May 6, 1992
- B. In an election year the Nomination Committee shall prepare a slate of candidates and mail it to every council member prior to the first meeting of the year. Nominations from the floor are also accepted during the meeting of the elections.
- C. A vacant office shall be filled by election at the next regular meeting of the Council after the vacancy occurs.
- D. The official bodies shall consist of the RC&D Council and any committees appointed by the chairperson.

SECTION 2 Standing Committees

- A. Executive Committee membership shall consist of the Chairperson, Vice-chairperson, Secretary/Treasurer and the immediate Past-chairperson.

The Executive Committee is established in order to speed up the decision-making process and is authorized to handle administrative functions of the Council including approving new projects, grants, loans and personnel issues. In addition they prepare a proposed budget for adoption by the full Council. Minutes of their meetings will be distributed to the entire Council by the next meeting of the full Council.

- B. Nomination Committee

The Nomination Committee shall consist of at least three Council members that are appointed by the full council to seek talented candidates for the offices of Chairperson, Vice –chairperson and Secretary/Treasurer. They elect their own chairperson.

SECTION 3 Resource Committees:

- 1) Resource Committees shall be appointed by the RC&D Council Chairperson within thirty days following the election of officers that occurs in the first meeting in each calendar year.
- 2) A minimum of two RC&D Council members shall be appointed to each Resource Committee. Other committee members may be appointed that are not council members. The committee chairperson is appointed by the RC&D Council Chairperson.
- 3) Resource Committees shall meet at least once a year to discuss the goals and objectives that are in the Strategic Plan and to recommend specific actions and projects to the full council for adoption. They shall meet more often on an as needed basis.

SECTION 4 Ad Hoc Committees/Task Forces/Action Teams/Project Teams

- A. Regional Committees may be appointed by the Chairperson on an as needed basis.
- B. Other committees, task forces, action teams and project teams may be appointed by the chairperson on an as needed basis.
- C. Each committee so appointed shall keep records of its proceedings, which shall become a part of the permanent records of the Council.

ARTICLE VII MEETINGS

SECTION 1 Meeting Schedule

The RC&D Council will establish a regular meeting date to conduct the business of the RC&D Council. This schedule will be set at the first meeting of the Council after January 1 of each year with said meeting being referred to as the Annual Meeting.

SECTION 2 Minutes

Minutes of all meetings of the RC&D Council shall be maintained and a copy provided to each member of the Council.

SECTION 3 Quorum

A quorum will consist of a majority of the members present at any regular or called meeting of the Council.

SECTION 4 Open to the Public

Individuals or groups may attend the meetings of the Council and express their opinions or present project recommendations for consideration by the RC&D Council.

ARTICLE VIII FINANCES

SECTION 1 Check signing authority

All disbursements will be signed by the Treasurer or a council member designated by the Council as an alternate signer.

SECTION 2 Donations

Donations of money or any other items of value by any interested individuals, sponsors of projects, organizations or groups may be accepted by the organization and used as may be desired by the RC&D Council, or as required by the funding source.

SECTION 3 Tax Exempt Status

The Tidewater RC&D Council, Inc. will be a tax exempt corporation.

Amendment 2 approved May 6, 1992

SECTION 4 Fiscal Year

The fiscal year of Tidewater RC&D Council shall be from July 1st through June 30th.

ARTICLE IX AMENDMENTS

SECTION 1

The Constitution may be amended by a two thirds vote of the Council members at any regular or special meeting when written notice of such meeting contained the proposed amendment(s) and was mailed to each Council member at least 30 days prior to the meeting.

ARTICLE X RULES OF ORDER

SECTION 1

All meetings will be conducted according to “Robert’s Rules of Order, Revised” in all cases where they are applicable and not in conflict with these bylaws.

ARTICLE XI NONDISCRIMINATION

SECTION 1

The programs conducted will be in compliance with all requirements respecting nondiscrimination as contained in the Civil Rights Act of 1964, as amended, and the regulations which provide that no person in the United States shall, on the grounds of race, color, age, sex, handicap, religion, marital status, or national origin, be excluded from participation in, be denied the benefits of, or be otherwise subjected to discrimination under any program or activity receiving assistance from the Tidewater RC&D Council.

Adopted at the Tidewater RC&D Council Meeting on March 22, 2005.

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Chairperson	Date
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Secretary	Date

Record of Amendments

- May 6, 1992
- November 1993
- October 2001
- March 2005