

BY LAWS of the
CAPITAL RESOURCE CONSERVATION & DEVELOPMENT AREA

COUNCIL, Inc.

Adopted January 28, 2003

PREAMBLE

The purpose of the organization is to provide local leadership to develop and carry out a regional plan for the orderly conservation, improvement, and wise use of the natural resources, thereby improving the economic opportunities of the people within the Capital Resource Conservation and Development Area, comprising all of Adams, Cumberland, Dauphin, Franklin, Lancaster, Lebanon, and York Counties.

ARTICLE I

Organization

- Sec. 1** The name of the organization shall be the Capital Resource Conservation and Development Area Council, Inc.
- Sec. 2** The organization is an independent, non-profit, non-partisan, incorporated group having as its primary concern the acceleration of the restoration, conservation, and appropriate utilization of the natural resources within the Capital Resource Conservation and Development Area.
- Sec. 3** Each fiscal year for the organization shall end on September 30th.

ARTICLE II

Purpose and Powers

- Sec. 1** The purpose and objectives of the organization are:
- a) To develop and carry out an Area Plan in an effort to improve conservation and proper use of natural resources.
 - b) To cooperate and assist in carrying out local and regional development plans of other organizations and agencies.
 - c) To create a general awareness within the region of the urgency and need for orderly development and resource conservation within the Capital Area.
 - d) Cooperate with other organizations, corporations, agencies, etc., in planning and carrying out projects approved by the Board.
 - e) To secure the required technical, financial, educational, and additional resources needed to facilitate the development and implementation of the Area Plan. No part of the net earnings of the organization shall benefit or be distributed to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of Section 501(c)(3) purposes.
 - f) No substantial part of the organization's activities shall include the promotion of political propaganda or to otherwise influence legislation. The organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Sec. 2 Powers of the organization are delegated to the Board of Directors and are restricted to its purpose as stated in Section 1 of this Article. The Board of Directors, elected officers of the Board of Directors, and the Executive Committee have the legal authority to do the business of the Capital Area RC&D Council and to execute projects approved by the Board.

Sec. 3 Projects undertaken should be in the best interest of a broad based population within the Capital Area and may be implemented by an individual group or agency.

ARTICLE III

Official Bodies

Sec. 1 The official bodies of the corporation shall consist of the Board of Directors and such standing or special committees that may be authorized by a majority of the quorum at any official Board of Directors meeting.

Sec. 2 The Chairperson of the Board of Directors shall appoint membership on the authorized committees.

Sec. 3 The Executive Committee shall consist of the Chairperson, Vice-Chairperson, Secretary, and Treasurer of the Board of Directors, plus one member-at-large. The member-at-large will be determined by majority vote at the Annual Meeting.

Sec. 4 Standing and Ad-hoc committees authorized by the Board of Directors may elect officers as needed by a simple majority vote of the committee members.

ARTICLE IV

Board of Directors

- Sec. 1** **Number.** The total number of Board members shall not exceed three (3) per county represented.
- Sec. 2** **Membership.** The RC&D Council Board may include a County Commissioner (or their delegated representative) and a Conservation District Director (or their delegated representative) from each of the seven (7) counties represented by the RC&D Council. One member-at-large shall be appointed by the Conservation District to the Board of Directors from each of the seven (7) counties represented, with County Commissioner's approval.
- Sec. 3** **Officers.** The Chairperson of the RC&D Council shall chair the Board of Directors. Other officers shall consist of Vice-Chairperson, Secretary, and Treasurer. Officers must be current members of the Board of Directors and shall be nominated prior to or during the Annual Meeting and elected by a majority vote of the membership present.
- Sec. 4** **Voting.** Members who are actively serving on the Board of Directors shall be classified as voting members.
- Sec. 5** **Terms.** Membership on the Board of Directors will be for a (3) three-year term. A member is limited to two (2) consecutive three-year terms. Counties shall stagger the terms of their three members so that only one member's term expires each year. Counties may fill Board membership vacancies immediately upon premature termination of a Board member. The replacement member will serve

the remainder of the replaced Board member's term. The replacement member is subsequently eligible for appointment to full three (3) year terms, as noted above.

Sec. 6 Terms of Officers. Chairperson, Vice-Chairperson, Secretary and Treasurer, and the member-at-large shall be elected for a period of one year or until replacements have been elected. Board elections shall be held at the Annual Meeting.

Sec. 7 Alternates. Each County may appoint one alternate for each representative member to the Board of Directors. The alternate member may attend Council meetings and serve on committees as directed by the Chairperson of the RC&D Council. Alternate members may vote only in the absence of the county commissioner representative, conservation district representative, or the member-at-large representative. In no instance shall there be more than three votes per member county. Names for the alternate members must be submitted to the Board of Directors at the annual meeting. The term for alternates is one year beginning at the Annual Meeting.

Sec. 8 Reasons for termination from the Board of Directors:

- a) Resignation
- b) Membership is based on an elected or appointed position that the member no longer holds.
- c) The member has attended less than 50% of official Board meetings per year.

ARTICLE V

Duties

Sec. 1 **Officers.**

- a) **Chairperson.** Shall be the principal officer of the Council; shall supervise and control all of the business affairs of the Council. The Chairperson shall preside at all meetings of the organization and the Board of Directors.
- b) **Vice-chairperson.** Shall perform the duties of the Chairperson in his/her absence or in the event of the Chairperson's inability to act.
- c) **Treasurer.** Keep financial records of the organization and Board of Directors of the Council, receive assessments of monies and disburse funds as authorized by the Board. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Council and, in general, perform all duties incidental to the office of Treasurer and other duties as assigned by the Chairperson or the Board of Directors. Selected duties of this office may be designated to appropriate Council staff member (s).
- d) **Secretary.** Shall record proceedings of all meetings, keep corporate records of the Council in appropriate books; see that all notices are given in accordance with the by-laws herein or as provided by law; keep the seal of the Corporation and affix same to corporate documents; maintain a list of all members and Directors including mailing addresses, and in general perform all duties incidental to the office of Secretary and such other duties as assigned by the Chairperson or Board of Directors. Selected duties of this office may be designated to appropriate Council staff member (s).

e) Member-at-large. Attend Board meetings and Executive Committee meetings.

Sec. 2 Board.

a) The Board of Directors shall be empowered to conduct and direct the activities of the corporation.

b) Assist in the development of the Annual Plan of Work per NRCS, and oversee its completion and approval by December 31st of each year.

c) Assist in the development of an Area Plan as required by NRCS.

d) Invite representatives of agencies and organizations to present cooperative program and project goals to the Council, as well as explain methods of accomplishing regional planning initiatives and project objectives.

e) Identify and evaluate sponsors for operating funds and grant project activities; Board shall oversee the management of all corporation monies.

f) Arrange for an annual or special audit of the organization's financial affairs by a qualified and independent person (s) or entity.

g) Organize needed committees, give charges to committees, issue instructions, and appoint members therein.

h) Make special request of agencies and organizations for information and assistance to prepare project plans and carry out project objectives.

i) Designate one or more members to represent the organization at meetings, hearings, etc., as considered desirable.

j) Cooperate with the area's Development Councils to coordinate project measures and objectives of the RC&D Council.

- k) Appoint special committees or representatives to help assemble information, present potential projects to the Board, and to review project proposals.
- l) Annually rate the performance of the RC&D Coordinator and submit report to the NRCS Area Conservationist by September 30 of each year.

Sec. 3 Duties of the Executive Committee are to conduct the business of the Board of Directors as is deemed necessary between scheduled official Board meetings.

ARTICLE VI

Membership

Sec. 1 Sponsors. The conservation districts and county commissioners located within the RC&D Area are sponsors of the organization.

Sec. 2 Board Members. Board shall consist of those individuals as defined in Article IV, Section I.

Sec. 3 Number. County or other sponsoring organizations shall not limit the number of members on the RC&D Council.

Sec. 4 Advisory Members. The Board of Directors may appoint advisory members to the RC&D Council as deemed necessary to facilitate and advise the RC&D Council and Board on programs and plans before the body.

- a) Advisory members shall be non-voting members.
- b) Examples may include county and regional planning commissions, river basin commissions, leagues and boards of a regional nature.

Sec. 5 Associate Members. The RC&D Council shall accept into its membership any individual or organization expressing interest in its activities. Such members shall be dues paying, non-voting members as deemed by the RC&D Council.

Sec. 5 Non-discrimination. Membership on the RC&D Council shall in no way be restricted by the Sponsors or the Board of Directors on the basis of race, color, national origin, sex, religion, age, disability, political beliefs, and marital or family status.

ARTICLE VII

Meetings

Sec. 1 The number and location of regular meetings shall be determined by the Board of Directors. At a minimum, the Board of Directors shall meet quarterly and convene an annual meeting.

Sec. 2 Notice. Notice of each meeting shall be given to Council members no less than ten days before the meeting. Minutes of the prior Board meeting shall be provided for each member at that time.

Sec. 3 Annual Meeting. The Board of Directors shall set the date, time and location of the annual meeting. It shall be at any time prior to March 31st each year and may either be held in place or in addition to the last regular meeting of the Board of Directors.

Sec. 4 Special Meetings. The Chairperson or the Executive Committee may call special meetings.

Sec. 5 **Quorum.** A “quorum” shall be achieved by representation of at least twelve (12)-voting members, with at least four (4) out of the seven- (7) member counties present.

Sec.6 **Interim Business Meetings.** In order to transact necessary business of the RC&D Council, members may be polled via electronic means, which will be followed by a report of the voting results and action (s) taken at the next scheduled Council meeting. The Chairperson shall determine whether interim business is to be conducted in accordance with this section, or pursuant to Article V, Section 3.

ARTICLE VIII

Operating Funds

Sec. 1 The Board of Directors shall estimate the amount of monies needed each year to purchase stationery, pay postage, buy needed material for the organization and pay fees for meeting places as needed.

Sec. 2 Each County shall be requested to contribute to the operating fund of the organization, to the extent determined by a two-thirds (2/3) majority vote of the Board of Directors. Budget resources permitting, the contribution should be received into the corporation’s account by January 1st of each year.

Sec. 3 Gifts may be accepted by the Board of Directors on behalf of the RC&D Council.

ARTICLE IX

Indemnification

The Organization shall indemnify its officers, directors, employees and agents to the fullest extent possible under provisions of the applicable Pennsylvania Statutes, as may be enacted or Amended May 21, 2004
Amended March 18, 2005

amended from time to time. Indemnification shall be provided in the defense of any proceeding to which the Director was a party to, because the Director or officer is or was a Director or officer of the Corporation against reasonable expenses incurred by the Director or officer in connection with the proceeding. In addition, the corporation may purchase liability insurance coverage for any person serving as an officer, director, employee, or agent to the extent permitted by applicable State law.

ARTICLE X

Amendments

These by-laws may be amended or repealed by an affirmative vote of at least 2/3 majority of all members of the organization's Board of Directors (provided that a quorum is present) at a regular or special meeting. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements. Notices containing information about amending the by-laws shall be sent to all members of the organization at least 15 days prior to such a meeting being held.

By-laws herein adopted by resolution of the Capital Resource Conservation and Development Area Council on _____(date),

(Chairperson)

(Secretary)