**REVISEDBY-LAWS**

**FOR THE**

**WISCONSIN ASSOCIATION OF**

**RESOURCE CONSERVATION & DEVELOPMENT COUNCILS, INCORPORATED,**

hereinafter referred to as the Association

SECTION I. OBJECTIVES

1. To coordinate, improve and strengthen the Resource Conservation & Development (RC&D) program in the upper Midwest, but especially in Wisconsin, by assisting the RC&D Councils in creating awareness of the urgency and need for the orderly development, conservation, and wise utilization of natural resources in Wisconsinwhich will improve the economy and the quality of rural living for our citizens.

 2. This Association is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

SECTION II. COMPOSITION

1. Membership in the Association is open to all RC&D Councils in Wisconsin and adjacent states. Membership is contingent upon acceptance of the objectives of the Association and payment of dues on an annual basis.
2. COUNCIL REPRESENTATION

 Each RC&D Council maydesignate three (3) members, to serve on the Association’s Board of Directors. The name of each member will be recorded in the official minutes of the appropriate RC&D Council and the Association.Each Council shall have one vote on the Association’s Board of Directors.

3**.** CORPORATE SPONSORS

a. Upon application, the Association’s Board of Directors may approve membership
of corporate sponsors. To be eligible, organizations must operate within the State
of Wisconsin and share the board’s desire to conserve and develop natural resources
and through their wise utilization improve the general economy of an area or the
state.

b. Each corporate sponsor shall appoint one nonvoting member to the Board.

c. Each corporate sponsor shall be responsible for reimbursement, if any, of expenses
of its members serving on the Board or as the Board’s representative on a
committee working on Board approved measures or attending Board meetings
and/or representing the Board.

d. Corporate sponsors will be assessed an annual membership fee as determined by
the Board.

SECTION III. BOARD OF DIRECTORS

1. Attendance at meetings by members of the Board may be either in-person or by electronic means so long as all members have access to the meeting.

* 1. The officers of the Association shall be President, Vice President, Secretary and Treasurer. The Board shall elect these officers at an Annual Meeting. In the case of a tie, an impartialindividual will flip a coin to break the tie. The result is final. Officers may be eligible for reelection. The term of office will be two years, not to exceed three (3) consecutive terms.
	2. The President shall preside at all meetings of the Board. The President shall perform responsibilities normally incumbent upon the office of President and shall be the chief executive officer of the Association. The President is authorized to delegate the performance of any of the President’s functions or responsibilities, to supervise the performance of such delegated duties, and to revoke any such delegation at any time.

 The President shall perform such further duties as shall be assigned to the President by the Board.

* 1. The Vice President shall act for the President in the President’s absence.
	2. The Secretary shall keep a record of all Board meeting transactions. Action items shall be recorded in the minutes of the meeting.

 The Secretary shall prepare a draft agenda, notify directors of time and place of meetings, within 30 days following the meeting distribute copies of the minutes to all members of the Association and perform all other duties incumbent upon the Secretary’s office.

* 1. The Treasurer shall receive dues or other monies and deposit same into the Association’s account at a bank approved by the Board, make approved disbursement from this account as authorized by the Board and perform all other duties incumbent upon the Treasurer’s office. Neither the Board nor the Association shall authorize expenditures in excess of the account balance.
	2. Any Board member absent from any three (3) consecutive Board meetings may be removed from the Board. In case of such a removal, the President shall request that the appropriate RC&D Council designate a new Council member to replace that Board member.
	3. The Board may appoint a Wisconsin Representative to represent the Board at the Regional or National RC&D or other conservation organizations.
	4. Vacancies. Any vacancy in elected offices shall be filled by election at the first board meeting following notification or occurrence of the vacancy.

SECTION IV. DUTIES OF THE ASSOCIATION

1. The Association, through the Board, shall be empowered to conduct and supervise current activities; have control over the use and disposition of its funds and property, prepare and adopt a budget and approve disbursements.
2. The Association may provide educational information on pending legislation and/or regulations that are within the scope of the Association’s objectives; however, such expression shall be made in a non-partisan manner. The Association shall not contact members or employees of a legislative body for the purpose of proposing, supporting, or opposing legislation. The Association shall not participate or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on:

* 1. By an association exempt from Federal Income Tax under Section
	501 (c) (3) of the Internal Revenue Code or the corresponding section of any future Federal tax code, or
	2. By an association, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or corresponding section of any future Federal tax code.
	3. No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, Board, officers or other private persons except that the association shall be authorized and empowered to pay reasonable compensation for services rendered.
1. Upon the dissolution of the association, the Association shall, after paying or making provision for the payment of all of the liabilities and obligations of the association, dispose of all the assets of the association exclusively for charitable, educational, religious, or scientific purposes to organization(s) which shall at the time qualify as exempt organization(s) under Section
501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the appropriate Court of original jurisdiction on the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.
2. The Association shall arrange for an annual or special financial review/audit as required by law.

SECTION V. MEMBERSHIP AND DUES

1. Members are able to vote if current with dues. The Association membership shall consist of all Resource Conservation and Development Councils in Wisconsin and adjacent states whose dues are paid for the current year, that is, active Councils. A non-voting, dues-paying Associate Membership is available upon approval by the Board. Each RC&D Council’s members may caucus for voting purposes at any meeting of theBoard.

 2. Dues as determined by the Board shall be payable in January upon
 Treasurer’s notice.

3 Each RC&D Council will contribute equally to the operating funds needed by the Association. The monies may accumulate.

SECTION VI. MEETINGS AND MEETING NOTICES

1. Board meetings shall be in January, April, July.
2. The Association shall hold an annual board meeting/conference in October which shall be open to the public.
3. Special Board meetings may be called by or at the request of the President or at the petition of one-third (1/3) or more of the activeRC&D Councils. Dates and locations of meetings will be determined by the Board.All meetings shall be open to the public.
4. NOTICE OF MEETINGS. The written or printed notice of every meeting of the Board shall state whether it is a quarterly meeting, annual meeting or special meeting, and the place, date and hour thereof. Notice shall be given by the President or the person or persons calling the meeting at least ten (10) days before the date set for such meeting. Notice for the annual meeting shall be given at least forty-five (45) days before the date set for the meeting. Such notice shall include an agenda and be given to each member/council.

Attendance at meetings by members of the Board may be either in-person or by electronic means so long as all members have access to the meeting.

1. Members of the Board may conduct any meeting by electronic meansso long as all members have access to the meeting
2. A quorum for the transaction of Association business at Board meetings will require members from at least half of the active member Councils. A majority vote at such meeting shall be sufficient for official action.
3. Robert’s “Rules of Order” will apply to all official meetings, if not otherwise specified.

SECTION VII. COMMITTEES

1. The Board from time to time may determine the need for special committees which shall be appointed by the President. Committees shall make recommendations to the Board for approval.

 2. An Executive Committee, consisting of the Association officers, shall be authorized to conduct necessary business between Board meetings.

SECTION VIII. BYLAW CHANGES

1. These Bylaws may be amended, repealed, or revised by a unanimous vote active Councils present and voting at any Board meeting when a notice, duly given at least 30 days prior to the date set for the meeting, contains the proposed changes.
2. Record of Amendment dates

Amendment proposed on August 3, 2000, and approved November 2, 2000 – Stevens Point, WI

Amendment proposed on November 2, 2000, and approved January 25, 2001 – Plover, WI

Amendment proposed on January 23, 2003, and approved April 24, 2003 – Stevens Point, WI

Amendment proposed in January 2008 and approved April 29, 2008 – Plover, WI

Amendment proposed in April 2008 and approved September 11, 2008 – Oconomowoc, WI

Amendment proposed in July 2015 and approved October 15, 2015 – Stevens Point, WI

Amendment proposed in November of 2021 and approved 1/18/2022 – Virtual via Zoom Platform