

**REVISED⁴ BY-LAWS
FOR THE
WISCONSIN ASSOCIATION OF
RESOURCE CONSERVATION & DEVELOPMENT COUNCILS, INCORPORATED,
HEREINAFTER REFERRED TO AS THE ASSOCIATION⁶.**

Proposed Changes

1. **Section III 1.d. remove last sentence** – one record is sufficient & we don't do this anyway.
2. **Section III 1.e. remove last sentence** (we have liability insurance) and replace with the definition of the spending limit.
3. **Section III 1.g.** – we don't have to be this specific, especially when we don't even know if they meet or have dissolved.
4. **Section IV.2** – Re-word to define what is & isn't allowed since this item continues to present itself.
5. **Section IV.4** – remove or better define 'special review'
6. **Section VI.1** – Clean up language & move annual board meeting to VI.2 (see below)
7. **Section VI.2** – See Above
8. **Section VI. 3 & 4** – Redundant/obsolete
9. **Section VII** – Propose to re-structure the committees
10. **Section VIII.1** - allows for changes when there are so few voting members.
11. **Section VIII.2** - Remove all footnotes to make the bylaws easier to read and replace them by adding a section for amendment dates.

SECTION I. OBJECTIVES

1. To coordinate, improve and strengthen the Resource Conservation & Development (RC&D) program in the upper Midwest, but especially in Wisconsin⁶, 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 Wisconsin⁴ which will improve the economy and the quality of rural living for our citizens.¹
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. COMPOSITION⁶

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.⁶
2. COUNCIL REPRESENTATION⁴.

Each RC&D Council may⁶ designate three (3) members^{4,6}, to serve on the Association's Board of Directors. The name of each member⁴ will be recorded in the official minutes of the appropriate RC&D Council and the Association.¹ Each Council shall have one vote on the Association's Board of Directors.⁶

3. CORPORATE SPONSORS⁴

- 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.⁴
- b. Each corporate sponsor shall appoint one nonvoting member to the Board.⁴
- 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.⁴
- d. Corporate sponsors will be assessed an annual membership fee as determined by the Board.⁴

SECTION III. BOARD OF DIRECTORS

1. Board of Directors, hereinafter referred to as the Board, is the official action-taking body of the Wisconsin Association of RC&D Councils. All activities occurring in the name of the Association must first be approved by the Board.¹
 - a. The officers of the Association shall be President, Vice President, Secretary and Treasurer. The Board⁴ shall elect these officers at an Annual Meeting. In the case of a tie, an impartial⁴ individual 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.¹
 - b. 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.⁴ 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.¹

The President shall perform such further duties as shall be assigned to the President by the Board⁴.

c. The Vice President shall act for the President in the President's absence.

~~d.~~ The Secretary shall keep a record of all Board meeting transactions. Action items shall be recorded in the minutes of the meeting. ~~A separate record of these actions shall be maintained.~~¹

The Secretary shall prepare a draft agenda, notify directors of time and place of meetings, within 30 days following the meeting⁴ distribute copies of the minutes to all members of the Association and perform all other duties incumbent upon the Secretary's office.¹

e. 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. ~~The Association is authorized to require and provide bonding for the Treasurer.~~¹ Neither the Board nor the Association shall authorize expenditures in excess of the account balance.¹

f. Any Board member absent from any three (3) consecutive Board meetings may⁶ be removed from the Board. In case of such a removal⁶, the President shall request that the appropriate RC&D Council designate⁶ a new Council member to replace that Board member.¹

~~g.~~ The Board may appoint a Wisconsin Representative to represent the Board at the Regional or National RC&D or other conservation organizations. ~~North Central Region of RC&D shall be elected to a two-year term by the Board at the annual business meeting when officers are elected. The Representative must be a Board member and shall be eligible for re-election, but shall not be bound by any term limits.~~⁵

h. Vacancies. Any vacancy in elected offices shall be filled by election at the first board meeting following notification or occurrence of the vacancy.⁵

SECTION IV. DUTIES OF THE ASSOCIATION

1. The Association, through the Board,⁴ 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. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing~~

~~or distribution of statements) any political campaign on behalf of any candidate for public office.~~

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,⁴ the Association shall not carry on any other activities not permitted to be carried on:

- a. 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
 - b. 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.
 - c. 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
3. 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) which⁴ 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.
4. The Association shall arrange for an annual or special financial review⁴/audit ~~of the Association's financial affairs by a qualified, disinterested person.~~¹ **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.⁶ A non-voting, dues-paying Associate Membership is available upon approval by the Board.¹ Each RC&D Council's members may caucus for voting purposes at any meeting of the Board.^{1,4}
2. Dues as determined by the Board⁴ 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.²

SECTION VI. MEETINGS AND MEETING NOTICES⁴

1. Board meetings shall be in January, April, July, ~~and during the annual conference. The Board meeting at the annual conference shall be the annual business meeting.~~ Special Board meetings may be called by or at the request of the President⁴ or at the petition of one-third (1/3) or more of the active⁶ RC&D Councils. Dates and locations of meetings will be determined by the Board.^{1,4} All meetings shall be open to the public.⁴
2. The Association shall hold an annual ~~board meeting/conference in October during the fall of each calendar year⁴~~ which shall be open to the public. ~~The annual meeting/conference will be hosted in turn by each Council.⁶~~
3. 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 for the meeting and be given to each member/council. ~~in any one or combination of the following ways: (a) by mailing it through the U.S. Postal Service, postage prepaid, to the member at the address provided by the member, or (b) by sending an electronic notification to an address supplied by the member. Any meeting notice shall be deemed to be delivered when deposited in the U. S. mail or when the electronic communication is sent to the member/council at the address or number as it appears on the records of the Association.⁶~~
4. Attendance at meetings ~~by electronic means.⁶~~

Members of the Board may conduct any meeting by electronic means⁶ so long as all members have access to the meeting. ~~Before the commencement of any business at a meeting at which any directors are not physically present⁶;~~

~~all participating directors shall be informed that a meeting is taking place at which official business may be transacted.⁴ Attendance at a meeting by electronic means shall be deemed participation in person.⁶~~

5. A quorum for the transaction of Association business at Board⁴ meetings will require members from at least half of the active⁶ member Councils. A majority of votes at such meeting⁴ shall be sufficient for official action.
6. Robert's "Rules of Order" will apply to all official meetings, if not otherwise specified.

SECTION VII. COMMITTEES – **Proposed to abolish these committees other than the Executive Committee and convene ad hoc committees as appropriate**

1. ~~Standing committees of the Association are the Legislative, Finance and Public Relations Committees.⁴ Committee membership shall consist of at least one member from each RC&D Council. Advisors from local, state and federal agencies, businesses, organizations, etc., may be called upon to assist a Committee reach its objective.~~ The Board from time to time may determine the need for special committees which shall be appointed by the President.⁴ Committees shall make recommendations to the Board for approval.¹
2. An Executive Committee, consisting of the Association officers, shall be authorized to conduct necessary business between Board meetings.⁴

SECTION VIII. BYLAW CHANGES

1. These Bylaws may be amended, repealed, or revised by a **unanimous vote affirmative vote of two-thirds of the** active⁶ 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,⁴ contains the proposed changes.¹
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 – Birmnamwood, WI

~~IN WITNESS THEREOF, WE THE UNDERSIGNED AT A MEETING IN STEVENS POINT, WISCONSIN ON THE 15th DAY OF OCTOBER 2015 HAVE SUBSCRIBED OUR NAMES AS OFFICIAL REPRESENTATIVES OF SPONSORING RESOURCE CONSERVATION AND DEVELOPMENT COUNCILS AND HAVE ADOPTED THESE REVISED BYLAWS.~~^{2,3,4,5,6}

 Glacierland RC&D¹ _____ Golden Sands RC&D

 Lumberjaek RC&D _____ Town & Country RC&D

¹ Amendment proposed on August 3, 2000 and approved November 2, 2000 – Stevens Point, Wisconsin
² Amendment proposed on November 2, 2000 and approved January 25, 2001 – Plover, Wisconsin
³ Amendment proposed on January 23, 2003 and approved April 24, 2003 – Stevens Point, Wisconsin
⁴ Amendment proposed in January 2008 and approved April 29, 2008 – Plover, Wisconsin
⁵ Amendment proposed in April 2008 and approved September 11, 2008 – Oconomowoc, Wisconsin
⁶ Amendment proposed in July 2015 and approved October 15, 2015 – Stevens Point, Wisconsin

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