

**LITTLE COLORADO RIVER
PLATEAU RESOURCE CONSERVATION AND DEVELOPMENT AREA, INC.
(LITTLE COLORADO RC&D)
BY-LAWS
WITH REVISIONS**

ARTICLE 1: PURPOSE

The purposes for which this corporation is formed are:

1. To develop, improve, and conserve natural resources in the service area.
2. Expand economic, community development opportunities and increase income in the service area.
3. Provide leadership to utilize federal, state, tribal and local programs.
4. Seek funding through grants, gifts, endowments, loans and other means from national and international sources in furtherance of the other purposes listed in this article.

ARTICLE II: LOCATION

Section 1: The principal office of the corporation, at which the general business of the corporation will be transacted and where the records of the corporation will be transacted and where the records of the corporation will be kept, will be at such place in the state of Arizona, as may be fixed from time to time by the Board of Directors.

ARTICLE III: COUNCIL MEMBERSHIP

Section 1: The qualifications for Council membership will be local and tribal government entities, agencies and other organizations (sponsors). Council membership shall be based on voluntary application by the interested and eligible group or by the invitation of the Council. Federal agencies shall not be eligible for membership but encouraged and will be called upon to serve in an advisory capacity.

Section 2: Members of the Council shall be representatives of those organizations deemed as eligible members in Section 1. The sponsor will designate in writing their voting representative to the council.

Section 3: Each Council member will serve at the pleasure of the sponsoring organization.

Section 4: The duties of the Council membership of this corporation will include: elect the Board of Directors, approve the Councils strategic plan (area plan) and Annual Plan of Work, submit projects and issues consistent with the purpose, described in Article 1, approve the annual budget and approve revisions to the by-laws. New revision: Elect the board of directors; develop and approve the area plan and annual plan of work; provide opportunities for public participation in establishing goals and objectives; set priorities; establish committees to accomplish the annual plan of work; coordinate planning and implementation activities; carry our effective information and education

programs that informs the public of the councils goals and objectives; monitor effectiveness of area plan; meet all relevant laws; determine organization's mission and purpose; ensure effective organizational planning; ensure council members remain actively committed; manage the financial resources of the organization; provide leadership to ensure that issues and concerns of the RC&D area are being identified and prioritized in a planning process; direct and monitor organizations programs and services; participate in developing policies and procedures for the organization; hire, evaluate and terminate employees; and approve revisions of by-laws.

Section 5: An annual meeting of the members will be held in January of each year. Special meetings of the members may be called by the president or, if he / she is absent or unable or refuses to act, by any officer, or by any three members.

Section 6: The quorum of a Council membership meeting will be not less than 25% of the Council members.

Section 7: Notice of meetings of the membership must be sent to each member and must be mailed or delivered at least 5 days prior to the day such meeting will be held.

Section 8: Membership meetings will be chaired by the President or any other officer of the corporation.

Section 9: Members may not vote by proxy at any meeting of members.

Section 10: The Council shall meet every other month to promote vision, collaboration and unity within the council.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: The number of members of the Board of Directors of this corporation will be not less than 5 from the voting membership or more than 7 (2 members at large can be selected by the Board of Directors, see Section 2). **Revision: The number of members of the board of directors of this corporation will not be less than seven (7) from the voting membership or more than nine (9).**

Section 2: Directors will be Council members representing sponsors described in Article III, Section 1. The council membership may select 2 directors at large from the general population of the service area. These directors will share the purposes of the corporation. This corporation is committed to a policy of fair representation on the Board of Directors, which does not discriminate on the basis of race, physical handicap, sex, color, religion, sexual orientation, or age.

Section 3: Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the membership (Article III, Section 1)

Section 4: The term of each director of the corporation will be 1 year. No director shall serve more than 3 consecutive terms.

Section 5: When a director dies, resigns, or is removed, the Board may elect a director to serve for the duration of the term.

Section 6: Any Director may be removed from the Board of Directors by an affirmative vote of the majority of Directors present at an official meeting of the Board. The Director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

Section 7: No compensation will be paid to any member of the Board of Directors for services performed as a member of the Board or for the organization.

ARTICLE V: MEETINGS OF THE BOARD OF DIRECTORS

Section 1: An annual meeting of the Board of Directors will be the annual meeting of the membership. In addition to its annual meeting, the Board of Directors will hold regular meetings at least 4 times each calendar year at such place as may be designated in the notice of the meeting.

Section 2: Special meetings of the Board of Directors may be called at any time by the President of the corporation or in his or her absence by the Vice President or upon receipt of a request therefore signed by 1 or more Directors or by a majority of the full time, permanent paid staff of the corporation.

Section 3: Notice of regular, special, and annual meeting will be mailed at least 5 days prior to the day such meeting is to be held. Any Director of the corporation may make written waiver of notice before, at, or after a meeting. The waiver will be filed with a person who has been designated to act as Secretary of the meeting. Appearance at a meeting is deemed a waiver unless the Director attends for the express purpose of asserting the illegality of the meeting.

Section 4: At all meeting of the Board of Directors, each Director present will be entitled to cast one vote on any motion coming before the meeting. The presence of a majority of the Board of Directors will constitute a quorum at any meeting.

Section 5: At a meeting at which there is a quorum present, a simple majority affirmative vote of the Directors present is required to pass a motion before the Board.

Section 6: Proxy voting will not be permitted.

Section 7: Robert's Rules of Order will be the authority for all questions of procedure at any meetings of the corporation.

ARTICLE VI: OFFICERS

Section 1. The officers of this corporation will be president, vice president, secretary, treasurer, and such other officers with duties as the board prescribes.

Section 2. The officers of this corporation will be elected annually by Council members at its annual meeting. Each officer will serve a 1 year term.

Section 3. Any officer may be removed with or without cause by the Council members by vote of a majority of all of the Council members. The matter of removal may be acted upon at any meeting of the Council, provided that notice of intention to consider said removal has been given to each Council member and to the officer affected at least 5 days previously.

Section 4. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

Section 5. The President will be the chief executive officer of the corporation. It will be the duty of the resident to preside at all meetings of the Board of Directors and to have general supervision of the affairs of the corporation. He / she will execute on behalf of the corporation all contracts deeds, conveyances, and other instruments in writing that may be required for the proper and necessary transaction of the business of the corporation.

Section 6. It will be the duty of the Vice President to act in the absence or disability of the president and to perform such other duties as may be assigned him or her by the president or the board. In the absence of the president, the execution by the president on behalf of the corporation of any instrument will have the same force and effect as if it were executed on behalf of the corporation by the president.

Section 7. The Secretary will be responsible for causing the corporation records to be maintained. He / she will give or cause to be given all notices of meetings of the board of directors and all other notices required by law or by these by-laws. The secretary will be the custodian of all books, correspondence, and papers relating to the business of the corporation, except those of the treasurer. The secretary will present at each annual meeting of the Board of Directors a full report of the transactions and affairs of the corporation for the preceding year and will also prepare and present to the Board of Directors such other reports as it may desire and request at such time or times as it may designate.

Section 8. The Treasurer will have the responsibility for safekeeping of the funds and shall keep or cause to be kept all other books of account and accounting records of the corporation, and shall deposit or cause to be deposited all moneys and other valuable effects in the name and to the effect of the corporation in such depositories as may be designated by the board. He or she shall disburse or permit to be disbursed the funds of the corporation, as may be ordered or authorized by the Board and shall render to the president of the corporation and to the Board whenever they require it, an account of all his / her transactions as treasurer of

those under his / her supervision, and of the financial condition of the corporation. He / she shall render the annual report of the financial condition of the corporation to the council.

Section 9. Any officer of the corporation, in addition to the powers conferred upon him or her by these by-laws will have such additional powers and perform such additional duties as may be prescribed from time to time by said board.

ARTICLE VII: COMMITTEES

Section 1. The Board of Directors may designate one or more ad hoc committees (action teams), each of which will consist of at least one committee chair and two or more committee members. Committee members may be members of the Board of Directors, Council members or other interested individuals. The chair of the committee will be appointed by the president of the organization, who will act with the Board's approval. After consultation with the committee chair, the president will appoint committee members. The studies, findings, and recommendations of all committees will be reported to the Board of Directors for consideration and action, except as otherwise ordered by the Board of Directors. Committees may adopt such rules for the conduct of business as are appropriate and as are not inconsistent with these by-laws, the Articles of Incorporation, or state law.

Section 2. The Board of Directors will have the following standing committees:

Executive Committee: This committee will be chaired by the President of the corporation and will consist of all other officers of the corporation. This committee will serve as the central planning group for the organization and as an advisory group to the executive director. It also will have full authority of the corporation during the intervals between meetings of the Board.

Budget and Finance Committee: This committee will be chaired by the Treasurer and will consist of all other officers of the corporation. This committee will oversee and monitor the fiscal operations of the organization, develop an annual budget for recommendation to the Council, and develop and assist in the implementation of a funding strategy for the corporation.

Nominating Committee: The President shall appoint a nominating committee of three (3) members of the Council to meet prior to the annual meeting and who shall present a slate of officers and Directors for nomination at the annual meeting. The nominating committee may meet throughout the year as Board vacancies occur.

Section 3: The Council will have the following but not limited committees:

Healthy Forest Committee: This committee will assist and help develop a healthy forest program.

Watershed Committee: This committee will assist and help develop a healthy watershed plan and watershed program.

Community Development Committee: This committee will assist in developing a sound economic, education, youth, and social program for the service area.

Fund Raising Committee: This committee will develop sound fund raising opportunities to help finance the RC&D and to develop scholarships for our youth.

Project Committee: Review potential projects prior to council's approval.

ARTICLE VIII: EXECUTIVE DIRECTOR

Section 1. The Board of Directors shall appoint, employ or dismiss the executive director.

Section 2. The executive director shall be directly responsible to the Board of Directors.

Section 3. The executive director shall employ or dismiss other members of the staff.

Section 4. The executive director shall be an ex officio member of all committees of the board.

ARTICLE IX: MISCELLANEOUS

Section 1. The corporation will have the power to indemnify and hold harmless any Council member, Director, officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of conduct of such person in his or her capacity as a Director, officer, or employee (except in the cases involving willful misconduct). The corporation will have the power to purchase or procure insurance for such purposes.

Section 2. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the corporation. Such authority may be confined to specific instances.

Section 3. All checks, drafts, and other order for payment of funds will be signed by such officers or such other persons as the Board of Directors may from time to time designate. The Board of Directors will determine the number of signatures on financial documents.

Section 4. The fiscal year of the corporation will be January 1 through December 31.

ARTICLE X: AMENDMENTS

The Council may amend these by-laws to include or omit any provision that it could lawfully include or omit at the time the amendment is made. Upon written notice of at least 5 days, any number of amendments or an entire revision of the by-laws may be submitted and voted

upon at a single meeting of the Council and will be adopted at such meeting of the Council upon receiving a majority vote of the members of the Council.

ARTICLE XI: DISSOLUTION

Upon the dissolution of the corporation and after the payment or the provision for payment of all the liabilities of the corporation, the Board of Directors will dispose of all of the assets of the corporation exclusively for the purposes of the corporation or to organizations that are qualified as tax-exempt organizations under section 501 (c) (3) of the Internal Revenue code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the principal office of the corporation is located.

Adopted July 24, 1994, ten (10) Council members voted for the revision and zero (0) Council members voted against the revision. **New revisions voted on January 28, 2005, fifteen (15) Council members voted for the revision and zero (0) council members voted against.**

 1-28-05

Don Gonsalves, President Date

 1-28-05

Len Schlesinger, Secretary Date