

SOUTH DAKOTA ASSOCIATION OF RESOURCE CONSERVATION AND
DEVELOPMENT (RC&D) COUNCIL, INCORPORATED

CONSTITUTION AND BYLAWS

ARTICLE I - NAME

The name of this organization shall be the South Dakota Association of Resource Conservation and Development Councils, Incorporated; hereinafter referred to as SD Association of RC&D Councils.

ARTICLE II - MISSION

The mission is to develop private and public partnerships to project a unified voice for all RC&D's in South Dakota.

ARTICLE III - OBJECTIVE

The objective is to expand and develop the RC&D program so that it may adequately serve South Dakota residents to:

1. Achieve proper growth, protection and development of the human, land, water, air, forests, recreation, fish and wildlife resources.
2. Achieve a quality standard of living through community improvement.
3. Coordinate the RC&D interests and activities of all councils statewide.
4. Cooperate with all private and public entities concerned with the conservation and development of South Dakota resources.
5. Increase visibility of the RC&D program and increase coverage of South Dakota with RC&D councils.

ARTICLE IV - MEMBERSHIP

Section 1. The regular members of the SD Association of RC&D Councils shall be the elected or appointed representatives and their alternates from the area RC&D councils in South Dakota. Members may be any individual over 18 years of age who is currently serving as a member of an RC&D Council in the state of South Dakota.

Section 2. At-large members are individuals from area RC&D councils who are not official representatives to the SD Association of RC&D Councils. With this membership goes the right to attend all SD Association of RC&D Councils meetings, take part in all discussions and serve on committees. At-large members do not vote or hold office in the SD Association of RC&D Councils.

Section 3. RC&D councils who have not obtained approval as an authorized RC&D area from the Secretary of Agriculture but meet all of the criteria of an RC&D may petition the SD Association of RC&D Councils for membership. With this membership goes the right to sit on the SD Association of RC&D Councils, take part in all discussions, and vote.

Section 4. Each participating RC&D council shall provide the secretary of the SD Association of RC&D Councils, in writing, the names and addresses of the two (2) persons and (1) alternate who have been selected to represent their council to the SD Association of RC&D Councils.

Section 5. Officers of the SD Association of RC&D Councils shall be notified in writing by the RC&D councils of any change in their representatives.

ARTICLE V – OFFICERS

Section 1. Officers of the SD Association of RC&D Councils shall be a president, vice-president, secretary and treasurer, each elected from a different council and will serve for a two-year term of office. The President and Secretary shall be elected on odd number years; Vice-President and Treasurer shall be elected on even number years. These officers, plus the immediate past president, will form the executive committee. Candidates for officers of the SD Association of RC&D Councils shall be nominated and elected at the annual meeting. Newly elected officers shall assume responsibilities of their respective office at the close of the annual business meeting.

Section 2. Duties of the executive committee will be to carry out the business of the SD Association of RC&D Councils, based upon general direction supplied by the full SD Association of RC&D Councils. To do this they may hire staff, appoint ad hoc committees and task forces, and seek financial assistance in carrying out its duties.

Section 3. The terms of office shall be two (2) years, and two (2) consecutive terms may be served until a successor is elected or the incumbent resigns the position. Vacancies shall be filled by appointment of the executive committee until the next annual meeting or whenever the special meeting of the SD Association of RC&D Councils is held to fill the vacancy.

ARTICLE VI – DUTIES

The duties of the president shall be as the principle executive officer of the SD Association of RC&D Councils, and shall, in general, supervise and control all the business and affairs of the SD Association of RC&D Councils. The president shall preside at all meetings of the SD Association of RC&D Councils and executive committee with the attestation of the secretary or other proper officer of the SD Association of RC&D Councils authorized by the executive committee. The president may sign any deeds, mortgages, contracts or other instruments as authorized by the SD Association of RC&D Councils. In general, the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the executive committee from time to time.

The vice-president, in the absence of the president or in the event of that person's inability or refusal to act, shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as from time to time may be assigned by the president of the SD Association of RC&D Councils.

The secretary shall keep minutes of the meetings of the SD Association of RC&D Councils and executive committee in one or more books provided for that purpose; see that all notices are duly given in accordance with these bylaws, or as required by law; assure that all corporate records are maintained; keep a register of the post office address of each member of the SD Association of RC&D Councils and executive committee which shall be furnished by each member; and perform such other duties as from time to time may be assigned by the president or executive committee.

The treasurer shall be bonded, with fees paid by the SD Association of RC&D Councils, for the faithful discharge of his/her duties in such sum and with such surety as the executive committee will determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever and present a report of finances at the spring and fall meetings; deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provision outlined by the executive committee; prepare and file any tax information forms; and in general perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or executive committee.

ARTICLE VII – MEETINGS

Section 1. Regular meetings of the SD Association of RC&D Councils shall be held twice a year, the annual meeting to be held the second Tuesday in October and the second meeting to be held the second Tuesday in April. Notice of meetings and agenda shall be mailed thirty (30) days prior to the meeting.

Section 2. Special meetings may be called by the president or by request of three (3) members of the SD Association of RC&D Councils. Requests for special meetings must be made in writing to the secretary-treasurer of the SD Association of RC&D Councils with no less than fourteen (14) days notice.

Section 3. All meetings shall conform to the laws of the state of South Dakota. Agenda must be approved by SD Association of RC&D Councils members present at meeting and at that time, items of business may be added or deleted.

Section 4. The quorum necessary for the transaction of business shall be the attending representatives from the participating RC&D councils.

ARTICLE VIII – BUDGET

Section 1. An annual budget will be prepared by the executive committee and presented for adoption at the annual meeting. The fiscal year will be from October 1 through September 30. Funds will come from a one-time membership fee of \$100 assessed to each existing RC&D council and from yearly dues assessed from member councils. Unauthorized RC&D application areas will pay a \$25 membership due yearly until the \$100 one-time membership assessment has been met. The annual budget will include the amount of dues, as set by the executive committee, to be paid for the year.

Section 2. Year-end financial reports shall be prepared and submitted at the annual meeting. An annual audit of the books will be carried out and the results presented to the SD Association of RC&D Councils at the annual meeting.

ARTICLE IX – POLICIES

Section 1. The SD Association of RC&D Councils may authorize any officer or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation; and such authority may be general or confined to a specific instance.

Section 2. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the SD Association of RC&D Councils. In the absence of such determination by resolution by the SD Association of RC&D Councils, such instruments shall be signed by the treasurer and countersigned by the president of the corporation.

Section 3. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the SD Association of RC&D Councils may select.

Section 4. The SD Association of RC&D Councils may accept, on behalf of the corporation, any contribution, gift, bequest, devise, or grant for the general purpose of the corporation.

Section 5. The executive committee may reimburse officers for out-of-pocket travel expenses, at State of South Dakota rates, if adequate funds are available in the budget, when on authorized SD Association of RC&D Councils business.

ARTICLE X – RULES

Robert’s Rules of Order, newly revised, shall govern the SD Association of RC&D Councils in all cases to which the rules are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XI – AMENDMENTS

These bylaws may be amended at any meeting of the SD Association of RC&D Councils, by a majority of the members present, provided that the amendment has been submitted in writing to the executive committee at least 30 days prior to the meeting so the general membership can be informed.

ARTICLE XII – DISSOLUTION

Upon the dissolution, the SD Association of RC&D Councils, after paying or making provisions for the payment of all the liabilities of the organization, shall dispose of all the assets of the organization equally among all of the sponsors that have paid their annual dues at the time of dissolution. If all the sponsoring organizations are dissolved, all of the SD Association of RC&D Councils funds would be distributed to the Western RC&D Association. In the event that the Western RC&D Association is dissolved, the funds would be distributed to the National Association of RC&D Councils. Those assets should be disposed exclusively for the purpose of the organization in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law as the SD Association of RC&D Councils shall determine.

Any such assets not so disposed of shall be disposed of by a court or competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XIII – INTERNAL REVENUE CODE COMPLIANCE

Notwithstanding any other provisions of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XIV – CIVIL RIGHTS COMPLIANCE

The program conducted will be in compliance with nondiscrimination provisions as contained in Title VI and VII of the Civil Rights Act of 1964, as amended, the Civil Rights Restoration Act of 1987 (Pub. Law 100-259), and other nondiscrimination statutes; namely, Section 504, of the Rehabilitation Act of 1973, Title IX of the Education Amendments of 1972, the Age Discrimination Act of 1975, and in accordance with the regulations of the Secretary of Agriculture (7CFR-15, Subparts A & B) which provide that no person in the United States shall, on the grounds of race, color, national origin, age, sex, religion, marital status, or handicap/disability be excluded from participation in, or be denied the benefits of, or be otherwise subjected to discrimination under any program of activity receiving financial (or technical) assistance from the Department of Agriculture or any agency thereof.

The Constitution and Bylaws set forth were approved at an official meeting of the South Dakota Association of Resource Conservation and Development Councils, Incorporated, on July 26, 1993, and this action is so recorded in the official minutes of such meeting.

Bylaws approved September 7, 1993
1st Revision, April 12, 2001
2nd Revision, October 14, 2008

SOUTH DAKOTA ASSOCIATION OF RESOURCE CONSERVATION AND
DEVELOPMENT (RC&D) COUNCILS, INCORPORATED

Attest: 
Secretary

Oct 14, 2008
Date

Approved: 
President

October 14, 2008
Date