

# BY-LAWS OF THE NORTH OLYMPIC PENINSULA RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL

## PREAMBLE

The purpose of this organization is to encourage orderly improvement, development, conservation, and sustainable use of the natural resources of the North Olympic Peninsula area, by providing the local leadership required for developing and carrying out a master plan that also considers their economic impact on the residents within the boundaries of NORTH OLYMPIC PENINSULA RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL.

## ARTICLE I - NAME

- Section 1. The name of the organization shall be the NORTH OLYMPIC PENINSULA RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL which may be designated as the NOP RC&D Council or Council.
- Section 2. The organization is an independent, nonprofit, non-partisan, incorporated group having as its primary concern the acceleration of the conservation, development, and proper use of the natural resources within the NOP RC&D area.

## ARTICLE II - BOUNDARIES

- Section 1. The NOP RC&D area boundaries include all of Clallam and Jefferson Counties on the North Olympic Peninsula of Washington.
- Section 2. North Olympic Peninsula RC&D area boundaries may be changed to increase or decrease the size of the area provided such changes are agreed upon by an affirmative vote of two-thirds (2/3) of the council at a regular council meeting following notification of all council members. Such changes must be consistent with existing authorities and USDA policies and regulations.

## ARTICLE III - PURPOSE AND OBJECTIVES

- Section 1. The purpose and objectives of the organization are:
- a. To develop and carry out an RC&D Area Plan for the NOP RC&D area in an effort to properly develop and utilize local natural resources and to improve the physical and economic environment.
  - b. To support local and regional development plans of other organizations and agencies which enhance the NOP RC&D geographic area.
  - c. To create general awareness in local people of the urgency and need for orderly development and conservation of the natural resources of the area.
  - d. To secure the required technical, financial, educational, and other services needed to develop and apply the NOP RC&D Area Plan.
  - e. To assist organizations and individuals who seek to to preserve open space within our communities and their unincorporated urban growth areas.
- Section 2. Notwithstanding any other provisions of these by-laws, this organization shall not carry out any other activities not permitted to be carried out by an organization exempt from Federal Income Tax under Internal Revenue Code 501 (c) (3) or the corresponding provisions thereof including any future United States Internal Revenue Laws, or as regulated. Articles of Incorporation are hereto attached. It shall exclusively use funds and personnel toward natural resource conservation and development within the meaning of Internal Revenue Code 501(c) (3) or the corresponding provisions of any future United States Internal Revenue Laws.

## ARTICLE IV - MEMBERS AND ASSOCIATE MEMBERS

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- Section 1. The membership of this organization shall be open to the following:
- a. Various units of government (Counties, Conservation Districts, Port Districts, Public Utility Districts, Incorporated Cities, and recognized Tribal Governments).
  - b. Organizations involved in business, labor or education, or with natural resource interests.
- Section 2. New Council Members may be added by a majority vote of the council members present at a council meeting. Recruitment and acquisition of new members is continuously in progress by the Council Coordinator.
- Section 3. To become and remain a Council Member of NOP RC&D, the participating organization shall:
- a. Formally enter into a cooperative agreement with NOP RC&D.
  - b. Submit membership dues, service fees, or other charges to defray NOP RC&D operational expenses as determined annually by the Council.
- Section 4. An eligible entity may withdraw from membership when its representative or governing body signifies by formal resolution a request of withdrawal.
- Section 5. Any unit of government, organization or individual that supports the concepts of this organization may apply for designation as an Associate. Associates may attend meetings, participate in discussion and serve on resource committees but do not have voting privileges. Associate member dues are \$50.00 yearly.

### ARTICLE V - DUES AND OPERATING FUNDS

- Section 1. The Treasurer shall propose an annual budget each year and then propose the annual dues rate at the November Council meeting. The Treasurer shall maintain the list of membership dues. The dues notices will be mailed to Council Members by December 15<sup>th</sup> and payment is due by January 15<sup>th</sup>. Council Members with unpaid dues after March 15<sup>th</sup> shall not have voting privileges until their dues are paid. New members will pay prorated dues in the first year of entry.
- Section 2. No part of the finances of the Council shall be used to the benefit of or be distributed to its members, Executive Board, or other private persons, except for legitimate and reasonable expenses incurred on behalf of the Council.
- Section 3. The fiscal year of the NOP RC&D Council shall commence on the first (1st) day of January and end on the thirty-first (31st) day of December.
- Section 4. Should this corporation be dissolved, all assets of the corporation shall be distributed only to organizations exempt from income tax under the provisions of Section 501 (c) (3) under the Internal Revenue Code or the Federal government or to the State or local government for a public purpose.
- Section 5. Gifts and donations may be accepted by the RC&D Council on behalf of and for the benefit of the organization.
- Section 6. All checks issued shall be signed by the Treasurer and a designated member of the Council and only after review of corresponding invoices. If the Treasurer is unavailable to sign checks, signatures of two of the Executive Committee officers are required.
- Section 7. No Council member may vote upon a matter coming before that body in which he or she has a direct financial interest. Immediately upon becoming aware that such a conflict may

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exist, a Council member must disclose the existence of the potential conflict to the remaining Council members, withdraw from further deliberation on the issue, and refrain from voting on the matter. Any such disclosure and withdrawal shall be fully documented in the organization minutes.

- Section 8. NOP RC&D sponsorship or co-sponsorship of mission-relevant events requiring minor financial support of up to \$50 shall be allowed upon approval from one Council officer and one Council member.

### ARTICLE VI - OFFICIAL BODIES

- Section 1. The official body shall be known as the NOP RC&D Council, which includes an Executive Board and any special committee deemed necessary by the Council.

- Section 2. Officers of the organization shall be the President, Past-President, Vice President, Secretary, and Treasurer.

- Section 3. Council Members

- a. The Council shall consist of one voting representative from each of the member organizations as well as three (3) At large voting members from each county appointed by the county commissioners ideally representing the widest geographical area possible. At large positions shall be utilized to allow private citizens a seat on the Council.
- b. Council Members shall designate their Council representative, and alternate that has voting privilege in the absence of the representative, for the following year at the annual meeting. Only the official representative will have voting privileges if both the representative and alternate are in attendance together. Council members shall serve for a period of one calendar year or until a successor is designated.
- c. The NOP RC&D Council shall meet bi-monthly to conduct the normal business of the Council.
- d. When possible, decisions on matters shall be determined by consensus. If consensus cannot be reached then a simple majority vote shall determine action unless specifically noted otherwise in these by-laws.
- e. A quorum shall be the presence of at least 50 percent of the members or alternates representing Council Members from the Council entitled to vote.
- f. Physical attendance at the Council meeting is preferred, but attendance by telephone, video or web is permitted.
- g. Agenda items requiring Council action may be moved to the early portion of the meeting to assist in maintaining a quorum, with permission of a majority of Council Members in attendance.

- Section 4. Executive Board

- a. The elected officers of the Council shall function as the Executive Board. The NOP RC&D Coordinator shall be an ex-officio member.
- b. Executive Board meetings are open to any individual, representatives of clubs, groups, tribes, and local, state, and federal agencies.
- c. A quorum of the Executive Board shall consist of three out of the five (5) officers.
- d. To insure broad geographical representation on the Executive Board no more than three officers shall represent Council Members based in the same county.
- e. Removal - Any member of the Executive Board may be removed for cause by affirmative vote of two-thirds (2/3) majority of the Council members. Said removal may take place at any regular meeting of the Council or at any special meeting called for such purpose.

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- Section 5. Resource Committees
- a. The Council shall establish resource committees, as needed, for each of the resource concerns outlined in the North Olympic Peninsula Resource Conservation and Development Council Area Plan or on an as needed basis (e.g. sustainable agriculture, bio-fuels, energy, timber, fish, non traditional crops, tourism, recreation, water quality, wildlife, etc.).
  - b. Resource committee membership shall be open to any individual interested in a particular resource. Membership is on concurrence of the Council and should consist of private citizens, industry, local government, county, tribes, state and federal representatives from the NOP RC&D area that have an interest or expertise in a particular resources area.
  - c. Each resource committee shall elect a chair who will give charge of the committee, issue instructions, and provide status reports to the Council on plan development, funding, and implementation activities of the measures.
  - d. Resource committees shall provide input on measure applications being submitted to the Council. Measures may be assigned to a representative resource committee and said committee is to take the responsibility for a measure before final adoption can occur by the Council.
  - e. Resource committees will function only when interest within a particular resource area is sufficient to warrant the committee meeting. Each committee will decide when and how often the committee should meet.
  - f. A quorum of a committee shall exist when there is at least one-third (1/3) or more of the members in attendance at an officially called committee meeting.

### ARTICLE VII - DUTIES OF OFFICIAL BODIES

- Section 1. The duties of the NOP RC&D Council shall be:
- a. Conduct and direct the activities of the organization.
  - b. Formulate and approve NOP RC&D objectives which direct the major type of activities the NOP RC&D Council will address in implementing its Long Range Area Plan.
  - c. Annually review, and revise as necessary, the Long Range Area Plan.
  - d. Develop, adopt, and implement an Annual Plan of Work that reflects items identified in the Long Range Area Plan.
  - e. Establish needed committees to address the resource objectives of the Council.
  - f. Review and approve, as appropriate, project plans
  - g. Cooperate with other organizations, corporations, agencies, etc., in planning and carrying out endeavors to improve the social, economic, and environmental conditions of the area.
- Section 2. The duties of the Executive Board shall be to carry out the business of the Council:
- a. President - The President shall be the presiding officer of the Executive Board and the Council. The President shall administer the affairs of the Council by delegating tasks to other Council members, committees, and staff; and sign all Council communications that reflect Council policy.
  - b. Vice President - The Vice President shall have such powers and perform such duties as the Council may from time to time, prescribe, or the President may from time to time, delegate to him/her. The Vice President shall temporality assume the duties of the President in the absence or inability of the President to act.
  - c. Secretary - The Secretary shall issue notices of and keep minutes of all meetings of the NOP RC&D Council; be custodian of the records; keep the roll of all members; and serve as the Registered Agent in the state of Washington for the corporation herein named; and discharge such other duties as may be assigned by the Executive Board or the Council.
  - d. Treasurer - The Treasurer shall collect all assessments that may be imposed by the

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Council Members upon themselves and shall have the care and custody of all the funds. In addition to all duties prescribed by all state and federal laws pertaining to the non-profit status of the Council the Treasurer shall:

1. Furnish at meetings, and whenever requested by the Council, a statement of the financial conditions of the Council.
  2. Chair the Finance committee to prepare a balanced annual budget for Council action.
  3. Presenting accounts payable at Council meetings for Council approval prior to payment of the bills.
  4. Deposit funds and make all disbursements by check from the designated bank checking account.
  5. Sign all checks with a second signature provided by the individual designated by the Council.
  6. Arrange an internal audit of the books, to be performed annually beginning in late January [after the last financial statement for the previous year has been compiled and delivered]. This internal audit shall be performed by a subcommittee of at least three individuals (if the new Treasurer is involved) or by at least two current Board/Council members. The internal audit subcommittee shall report the outcome of the audit no later than the end of February [and may do so by electronic means, if the Board/Council so grants]. In the event of unusual events or processes or other discovery it shall be reported in Executive session within five business days of such discovery."
  7. Secure named position bonds and employee dishonesty bonds for Council members and staff that handle funds.
- e. All or part of the duties of the Secretary and/or Treasurer may be aided by Council's staff.
- f. The Executive Board shall serve as the finance committee. The Council shall meet once a year prior to the annual meeting to develop a budget for the North Olympic Peninsula Resource Conservation and Development Council and submit it for approval of the Council at the annual meeting.

Section 3 The duties of the resource committees shall be:

- a. Provide the guidance to the Council on objectives and actions that will enhance conservation and sustainable use of the resource area(s) they represent.
- b. Propose goals and strategies to meet objectives of the Council for incorporation into the Long Range Area Plan.
- c. Plan and carry out activities and measures in the NOP RC&D annual plan of work including the development of measure plans.
- d. Have the chairman or a representative attend Council meetings and keep the Council up-to-date on activities and measures.

### ARTICLE VIII MEETINGS

Section 1. Council meetings shall be held monthly, beginning in January, on the fourth Thursday of the month. Meetings shall be conducted at a location agreed upon by the Council. Council meetings are open to the public with advance announcements in local newspapers. All Council meetings will comply with the Washington State "Open Public Meetings" law. As a general rule, the agenda, minutes of the previous meeting, financial reports for the previous month, accounts payable, and committee reports requiring Council action, shall be transmitted to all Council Members on or before the Monday prior to the Thursday Council meeting.

Special Council meetings may be called by a majority of the Executive Board, or by written

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petition signed by at least fifty percent (50%) of the Council Members. Notice of such special meetings shall be given at least 48 hours prior to the meeting and shall specify the time, place, and purpose of the meeting.

- Section 2. The annual meeting of the Council Members shall be held during the month of November. The annual meeting of the council will be for the purpose of organization, election of officers, approval of a budget, adoption of a plan of operations for the coming year and the transaction of such other business that may come before the council.
- Section 3. The Executive Board shall meet bi-monthly at a site or by telephone, video or web conferencing, on the alternate months as the Council or when there is business that needs immediate attention and can not wait until the next scheduled Council meeting.

### **ARTICLE IX - COORDINATOR**

- Section 1. The Coordinator, as designated by the Natural Resource Conservation Service (NRCS), shall be a full-time participant in the Annual Plan of Work development and execution. The Coordinator shall be an ex-officio member of all committees. The Coordinator shall provide a continuing liaison with NRCS personnel, other USDA and other Federal, State, and local agencies and organizations in a position to further the Council's objectives. The Coordinator may perform other duties as delegated by the RC&D Council and Executive Board as are consistent with NRCS policies and regulations.

### **ARTICLE X - CHANGES OF BY-LAWS**

- Section 1. The by-laws of this organization may be amended or revised by the RC&D Council by an affirmative vote of at least two-thirds (2/3) of the Council members present at a regular council meeting. Notice of the proposed amendment(s) shall be transmitted to the council members at least thirty (30) days before a Council meeting following the notice of intent.
- Section 2. The President shall annually appoint a committee to review these by-laws and prepare suggested changes to be presented at the annual meeting.

### **ARTICLE XI - RULES OF ORDER**

- Section 1. Robert's Rules of Order, revised, shall be the parliamentary authority for this organization.

### **ARTICLE XII – LIMITATION OF COUNCIL MEMBER LIABILITY**

- Section 1. No Council Member shall be personally liable to the corporation for monetary damages for breach of duties as a member of this organization except for liability:
- a. For any transaction in which the Council Member's personal financial interest is in conflict with the financial interests of the corporation;
  - b. For acts or omissions not in the good faith or which involve intentional misconduct or are known to the Council Member to be a violation of law; or
  - c. For any transaction from which the Council Member derives an improper personal benefit. If the Washington Revised Statutes are amended after approval of this article to authorize corporate action further eliminating or limiting the personal liability of Council Members, then the liability of a Council Member of the corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Washington Revised Statutes, as so amended. Any repeal or modification of this article shall not adversely affect any right or protection of a Council Member or the corporation

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existing at the time of such repeal or modification.

- Section 2. No member agency of this organization shall be liable for monetary damages as a result of actions taken on behalf of the NOP RC&D by representatives of such agency while serving in the capacity of a Board Member of the NOP RC&D, nor for any financial obligations incurred by the NOP RC&D.

**ARTICLE XIII – NON-DISCRIMINATION CLAUSE**

- Section 1. The Council activities will be conducted in compliance with the non-discrimination 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 non-discrimination 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 actively receiving federal financial (or technical) assistance from the Department or any agency thereof.

**ARTICLE XIV - SAVINGS CLAUSE AND EFFECTIVE DATE**

- Section 1. Any portion of these by-laws found to be contrary to the law shall not invalidate other portions.
- Section 2. These by-laws shall be effective as of June 14, 2001.
- Section 3. These by-laws were revised and approved by Council as of March 27, 2008. These Bylaws, as revised, supersede all provisions of any previous North Olympic Peninsula Resource, Conservation and Development Council Bylaws.
- Section 4. These by-laws were revised and approved by Council as of February 26, 2009. These Bylaws, as revised, supersede all provisions of any previous North Olympic Peninsula Resource, Conservation and Development Council Bylaws.