

**BY - LAWS  
OF  
TEXAS ASSOCIATION OF RESOURCE CONSERVATION  
AND DEVELOPMENT AREAS**

**ARTICLE I**

**NAME, OFFICE, and AREA SERVED**

**1.1 NAME**

The name of this Association is 'TEXAS ASSOCIATION OF RESOURCE CONSERVATION & DEVELOPMENT AREAS.' The organization is an independent non-profit association.

**1.2 OFFICE**

The principle office of the association shall be located in the RC&D office serving the existing President of this Association provided that the Board of Directors have power to change the location of the principal office at its discretion.

**1.3 AREA**

The area to be served by the TEXAS ASSOCIATION OF RESOURCE CONSERVATION & DEVELOPMENT (RC&D) AREAS encompasses the entire State of Texas which is divided into individual RC&D Areas.

**ARTICLE II**

**PURPOSE & OBJECTIVES**

**2.1 PURPOSE**

The Association shall provide state wide education, leadership, and coordination as required to expedite the individual Resource Conservation and Development Areas of Texas in the development, conservation and wise use of human, financial, and natural resources in order to improve the standard of living and the quality of life in the member RC&D areas.

The Association shall work closely with other organizations to promote an appreciation of the necessity to use resources in a wise and orderly fashion.

The Association may purchase, receive and/or accept, title to property whether real, personal or mixed by way of gift, devised, bequest from any person, firm, trust or corporation, to be held, administered, or disposed of, and to do any other business permissible by law in accordance with and pursuant to its purpose.

The powers of the organization are restricted to its purposes listed below.

**2.2 OBJECTIVE**

The objective of the Texas Association of RC&D Area shall be to effectively develop, use, and maintain the natural and human resources thereby improving the living and working conditions within each RC&D area.

To meet this objective the Association shall:

1. Coordinate and disseminate educational information relative to the interest, efforts and accomplishments

of all participating RC&D Areas.

2. Represent the RC&D Areas in Texas.
3. Cooperate with private and public entities concerned with conservation and development of the association's resources.
4. Serve as liaison to promulgate information about specific RC&D projects that might benefit other participants.
5. Support and expand a strong regional and national resource conservation and development program.

This Association shall represent all of the RC&D Areas within the State of Texas.

### **ARTICLE III**

#### **BOARD OF DIRECTOR**

##### **3.1 BOARD OF DIRECTORS**

The powers of the Association including the establishment of policy, determination of matters of business, adopting bylaws and amending or altering same, are vested in the Board of Directors.

The Board of Directors shall consist of two representatives from each member RC&D Area to serve on the Texas Association of RC&D Areas Board of Directors. Each member RC&D area may designate one alternate representative who would serve in the absence of one of the designated representative to the Board of Directors of the Texas Association of RC&D Areas. These representatives may be elected by a majority vote of the member RC&D Area or appointed by the chief executive officer of each member RC&D Area. Such appointments shall be furnished in writing to the Secretary/Treasurer prior to the commencement of the annual meeting of the Board of Directors of the Texas Association of RC&D Areas and such appointment shall be for a term to end at commencement of the next annual meeting.

##### **3.2 QUALIFICATIONS OF BOARD OF DIRECTORS**

To qualify for the Board of Directors, persons must be of legal voting age or older, be an active member of an RC&D Area who has met all obligations of the Association. The Director should also have a working interest in the purposes and basic policies of the Association.

##### **3.3 VACANCY ON BOARD OF DIRECTORS**

Any vacancy occurring on the Board of Directors shall be filled through an appointment by the individual member RC&D Area. There is no limitations placed on the number of annual terms a member of the Board of Directors of this Association may serve.

##### **3.4 COMPENSATION OF BOARD OF DIRECTORS**

Directors shall not receive any compensation for their service on the Board of Directors.

##### **3.5 REMOVAL FROM BOARD OF DIRECTORS**

A Director may be removed from office by the individual RC&D Area represented by the Director or by a two-third majority vote of the Association's Board of Directors whenever in its judgement, the interests of the Association would be best served.

**ARTICLE IV**  
**OFFICER & DUTIES**

**4.1 OFFICERS**

Officers of the Texas Association of RC&D Areas shall be President, First Vice-President, Second Vice-President, and Secretary/Treasurer. Each of the officers shall be from different member RC&D Areas. These elected officers and immediate Past-President shall be the Executive Committee of the Association and shall conduct necessary business between Board of Directors meetings.

**4.2 ELECTION OF OFFICERS**

All officers will be elected by a majority vote of the membership of the Board of Directors present and voting at the annual meeting of the Board of Directors. One-Third of the member RC&D Areas must be represented.

**4.3 TERMS OF OFFICE**

The President and second Vice-President shall be elected at the annual meeting on even numbered years. The First Vice-President and Secretary/Treasurer shall be elected at the annual meeting on odd numbered years. All terms will be for two years except those elected at the First election, at which time one half of the officers elected will serve for one year depending on the odd number year of the election.

**4.4 LENGTH OF TERM OF OFFICE**

The maximum term for any officer in the same office will be two consecutive two-year terms. Officers will be elected from and by the Board of Directors at the annual meetings. If an officer vacancy occurs between annual meetings, such vacancy shall be filled by appointment by the Executive Committee. Such appointee shall serve until the next regular annual meeting.

**4.5 DUTIES OF THE OFFICER**

**PRESIDENT.** The President shall assure that the Board of Directors adheres to its intended purpose and shall represent the Association as speaker and leader at various functions with diverse federal, state and local agencies and organizations; encourage input from the members. The President will conduct all regular and special meetings of the Board of Directors and the Executive Committee, open the meeting at appointed time, and adjourn as appropriate. The President shall state and put to vote all questions that legitimately come before the Association. The President may sign, with attestation of the Treasurer, any deeds, mortgage, bonds, contracts or other instruments which the Board authorizes to be executed; and performs all other duties associated with his/her position.

**FIRST VICE-PRESIDENT.** The First Vice-President serves in the absence of the President or in event of the President's inability or refusal to act, the First Vice-President shall assume the Duties of the President, and when so acting shall have all the power and be subject to all the restrictions upon the President or the Board of Directors.

**SECOND VICE-PRESIDENT.** The Second Vice-President serves in the absence of the First Vice-President or in the event of the First Vice-President's inability or refusal to act, Second Vice-President shall assume the duties of the First Vice-President, and when so acting shall have the powers and be subject to all restrictions upon First Vice-President or the Board of Directors.

**SECRETARY/TREASURER.** The Secretary/Treasurer shall see that approved minutes of the meeting of the Association's Board of Directors are kept on file in the principle office. Shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; and shall

perform all other duties as may be assigned by the Board of Directors; shall have charge and custody of and be responsible for all funds and securities of the Association; shall render to the President and the Board of Directors whenever required, a statement of the financial condition of the Association and of all transactions of the Secretary/Treasurer, and render a full financial report at the regular meeting of the Board of Directors shall see that all monies in the name of the Association are deposited in such bank, trust companies or other depositories as shall be selected by the Board of Directors; shall see that all necessary tax papers for the Association are filed; shall keep the Association charter up-to-date; shall provide the necessary records and assist with any audit; and shall perform all other duties as may be assigned by the Board of Directors.

The Association will cover any expenses for preparing and filing reports or tax documents. The Secretary/Treasurer shall be bonded and shall arrange for an annual audit. All checks will be signed by one member of Executive Committee.

## **ARTICLE V**

### **EXECUTIVE COMMITTEE**

#### **5.1 THE EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the elected officers and the immediate Past-President.

The Executive Committee shall manage the business of the Association including the financial affairs.

The Executive Committee shall not take actions which will change the purpose, goals or structure of the organization.

#### **5.2 FREQUENCY OF MEETINGS**

The Executive Committee shall meet at least once per year and may have special meetings called as needed by the President to conduct the Association's business. The Annual Executive committee meeting may be held at the time of the annual meeting of the Board of Directors.

#### **5.3 EXECUTIVE COMMITTEE VACANCY**

Any vacancy occurring on the Executive Committee during the interim between the annual Board of Directors meeting shall be filled in by the President.

#### **5.4 BOARD OF DIRECTORS VACANCY**

Any vacancy occurring on the Board of Directors may be filled by appointment by the member RC&D Area executive officer or by election of the member RC&D Area. Such Director must meet the qualifications for Board of Directors as outlined in Article III, 3.2, of these By - Laws.

## ARTICLE VI

### MEETINGS, QUORUM, VOTING AND MEMBERSHIP

#### 6.1 MEETING

The association shall hold an annual meeting. Other meetings may be called as necessary by the President or a majority of the Executive Committee. All persons of the Board shall be advised of the meeting in advance by at least 15 days.

The time and place shall be fixed by the President.

The Executive Committee shall meet at least one time each year and at other times, dates, and places to be fixed by the President or at such times, dates, and places as determined by a majority of the Executive Committee.

All meetings of the Texas Association of RC&D Areas shall be conducted in accordance with Robert's Rules of Order, Revised to the extent and degree that other procedural requirements are set forth by law, or these By – Laws.

Minutes of all meetings of the Board of Directors and the Executive Committee shall be provided at all meeting to all Directors and Executive Committee members.

#### 6.2 QUORUM

A quorum for all meetings shall consist of a simple majority of the members present to conduct business. One-half of the member RC&D Areas must be represented.

A quorum of the Executive Committee shall be a majority of the membership of the Executive Committee.

#### 6.3 VOTING

A majority vote shall be required to approve all decisions made by the Board of Directors and/or Executive Committee.

Directors must be present to vote. Proxy voting will not be allowed. Each member RC&D Area shall be allowed a maximum of two votes by directors present and voting.

#### 6.4 MEMBERSHIP

Membership in this Association shall be two classes:  
Regular membership and Association Membership.

**Regular Membership** of the Texas Association of RC&D Areas will be from RC&D Areas or any fully operational RC&D Application Area within the State of Texas may become a member of the Texas Association by requesting such membership and paying the assumed annual dues. Regular membership dues will be determined by the Executive Committee.

**Association Membership** includes individual, businesses, associations, groups, organized districts, corporations, and others who have an interest in promoting the purposes and objectives of the Association. Those who have an interest in becoming associate members may do so by applying for membership and paying the assessed dues. Associate members may serve by promoting and supporting the objectives and goals of the Association. They cannot serve on committees, as officers or other functions, as described in these bylaws. Associate membership dues will be determined by the Executive Committee.

**ARTICLE VII**  
**OPERATING FUNDS**

**7.1 FUNDS**

The Executive Committee shall have authority to approve disbursement of Association funds.

**ARTICLE VIII**  
**COMMITTEES**

**8.1 COMMITTEE**

The Board may establish one or more committees, give charges, and issue instructions as deemed useful and needed. Chairmanship and membership of a committee will be designated by the President except the Finance Committee which will always be chaired by the Secretary/Treasurer. Committee membership will continue in office until a replacement Committee member is appointed by the President.

**8.2 NOMINATIONS COMMITTEE**

The President will appoint a nominating Committee 60 days prior to the annual meeting each year to select a slate of officers for offices to be filled at the annual meeting. Nominations for offices will also be received from the floor.

**8.3 FINANCE COMMITTEE**

The President will appoint a Finance committee chaired by the Secretary/ Treasurer prior to the annual meeting each year. It will be the Responsibility of the Finance Committee to develop an annual budget and develop plans to obtain needed funds for operations. These funds must be received in a manner not to violate regulations for non-profit organizations. The budget and plans to raise funds will be adopted by the Board of Directors.

**ARTICLE IX**  
**AMENDMENTS**

**9.1 AMENDMENTS**

These by-laws may be repealed by a two-third majority vote at any official meeting of The Board of Directors. These By-Laws may be amended or revised by a simple majority vote at any official meeting of the Board of Directors. Notice containing information about amending or revising the By-Laws shall be mailed to all members of the Board of Directors, at least 60 days in advance of the official meeting. Such action of revising or amending the By-Laws shall not change the purpose of the Association so as to impair its rights and powers, or to waive any requirements of bond or any provision for the safety and security of property and funds of the corporation or its Directors or to deprive any Director without his/her express consent of right, privileges, or immunities then existing.

**ARTICLE X**

**DISSOLUTION**

**10.1 DISSOLUTION**

Upon the dissolution of the Texas Association of RC&D Areas, the assets will be distributed equally among all RC&D Areas at the time of dissolution. All Texas Association of RC&D Areas funds would be distributed by agreement of the remaining Board of Directors at the time of dissolution.

**ARTICLE XI**

**INDEMNIFICATION AND EXECUTION OF INSTRUMENTS**

**11.1 INDEMNIFICATION**

Officers, Board of Directors, Members, and staff of this Association, and their private property, shall not be liable in any manner for the organization's debts, obligation, undertakings or liabilities, which it may secure from time in any manner by reason of ownership, administration or distribution of the property or funds of the Association, or by reason of any acts of commission or omission on their part in the conduct of the affairs of the Association so long as they act in good faith.

Officers, Board of Directors, Members, and staff will not be liable or accountable in any manner for honest mistakes or errors of judgements, nor for errors or wrong doings of the agents, brokers, attorneys, or servants, nor for interest on funds temporarily idle. They shall have the right at all times and in all matters to act upon any information or evidence deemed by them reliable without incurring any personal liability or responsibility of any kind.

**11.2 EXECUTION OF INSTRUMENTS**

All instruments of assignments, transfers, conveyance, release, and contract including notes and drafts requiring execution of the Association will be signed by the Secretary/Treasurer and the President.

**ARTICLE XII**

**DISCRIMINATION**

**12.1 DISCRIMINATION**

The Association does not condone or practice discrimination of any form. The Texas Association of RC&D Areas will conduct its business in compliance with nondiscrimination provisions as contained in Title VI and VII of the Civil Rights Act of 1964 as amended, the Civil Rights Act of 1987 (PL 100-259), and other nondiscrimination statues 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 or activity receiving federal financial and technical assistance.

Adopted by the Texas Association of Resource Conservation and Development Areas' Board of Directors on this the 21<sup>st</sup> day of April 2004.

\_\_\_\_\_  
President

Attest: \_\_\_\_\_  
Secretary/Treasurer

## ZONE DIRECTORS

### ELECTION:

Zone Directors shall be nominated and elected by Directors from the RC&D Councils in that Zone at the annual meeting.

### TERM OF OFFICE:

Odd number Zones shall elect directors for a 1-year term. Even number Zones shall elect directors for a 2-year term. Directors may serve for an unlimited number of terms. A Zone Director may be removed from office for cause by a majority vote of the voting delegates from the Zone he/she represents.

### DUTIES:

Zone Directors shall serve as an advocate for each RC&D Council in his/her Zone. It shall be the job of the Zone Director to disseminate information to his/her councils and back to the State Association. This shall include the needs and requests of the councils represented. He/she shall work to promote RC&D Councils, regions, and state issues and needs.

He/she shall educate, along with the Executive Board, to insure continued funding and support for RC&D.

The Zone Director shall improve the information flow, communication, and policy making between their councils and the State Association.

The Zone Directors shall attend the Annual Meetings of the RC&Ds that he/she represents.