

BYLAWS OF THE ALABAMA'S MOUNTAINS, RIVERS AND VALLEYS RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL

PREAMBLE

The purpose of the organization is to provide local leadership required for developing and carrying out a plan for orderly conservation, improvement, development, and wise use of natural and human resources thereby improving quality of life opportunities for people within the Alabama Mountains, Rivers and Valleys Resource Conservation and Development Project area comprising of Cullman, Dekalb, Jackson, Lawrence, Limestone, Madison, Marshall, and Morgan Counties.

ARTICLE I NAME

Sec. 1 The name of the organization shall be the Alabama Mountains Rivers, and Valleys Resource Conservation and Development Council, hereinafter called the Council.

Sec. 2 The Council is an independent, non-partisan, incorporated group having as its primary concern the acceleration of the conservation, development and proper use of the natural and human resources within the project area.

ARTICLE II PURPOSE AND POWERS

Sec. 1 The purpose of and the objectives of the Council are:

- a) To develop and carry out a resource conservation and development work plan for the eight-county area in an effort to improve economic, environmental & quality of life conditions.
- b) To cooperate and assist in carrying out local and regional development plans of other organizations and agencies.
- c) To create a general awareness of the urgency and need for orderly developing and conservation of area resources.
- d) To secure the required technical, financial, educational, and other services required to develop and apply a project work plan.
- e) To operate entirely within the meaning of IRS 501 (c) (3) or the corresponding provision of any future United States Internal Revenue Law.

Sec. 2 The powers of the Council are restricted to its purpose as states in Section I of this article. Legal authority needed to carry out certain project measures may be furnished by the local soil and water conservation district, the government of the county in which the measure is located, the Council or other legal entities.

Notwithstanding any other provisions of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under IRS 501 (c) (3) or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III COUNCIL MEMBERSHIP

At the RC&D county committee level there will be seven (7) different categories of membership. They are as follows:

1) Individual	1 vote
2) Corporate	1 vote
3) Cities & Municipalities	1 vote
4) Educator	1 vote
5) County Commission	1 vote
6) Soil & Water Conservation District	1 vote
7) Member @ Large	1 vote

(Chosen jointly by the SWCD & County Commission)

One (1) dues-paying member representing each category will have voting rights at the county level.

At quarterly, special, and Annual RC&D Council Meetings, voting rights will remain as identified in Article III, Membership, section 1 of these Bylaws.

Dues for each category will be annually established by the RC&D Council Board.

Vacancies at the county level will be filled by the existing RC&D County Committee.

The RC&D County Committee Membership will annually nominate a Board Member from the County RC&D Membership, to represent their county at RC&D Board Meetings. The nominees will be approved or disapproved by the currently sitting Board.

This selected Board Member's name will be submitted to the entire council at the annual meeting for approval.

Vacancies will be filled at the next RC&D quarterly or board meeting.

RC&D Council will have an unlimited number of non-voting members who will serve as advisors to the RC&D Council members at the county and council level. The dues for this category of membership will be established annually by the Board.

Addition to Section 1 as amended and approved July 26, 2007.

The RC& D Committee Membership will annually nominate a Board Member from the County RC&D Membership to represent their county at RC&D Board Meetings. The nominees will be approved or disapproved by the currently sitting Board.

Sec. 2 Membership dues will be paid annually.

ARTICLE IV

OFFICIAL BODIES

Sec. 1 There will be a Board of Directors, called the Board.

Sec. 2 Resource conservation and development committees and such standing or special committees may be authorized by the chair.

ARTICLE V

COMPOSITION OF OFFICIAL BODIES

Sec. 1 The Board of Directors will be composed of the Council Chairman plus one (1) member from each county as nominated by their respective county Council membership at the annual RC&D Council meeting.

Up to Five Board of Director members, chosen at-large from the general membership categories. (INDIVIDUAL, TOWN, BUSINESS, EDUCATOR and AMERICAN INDIAN), by vote of the membership at the quarterly meeting, may be added to the current Board of Directors composition. Vacancies during the year will be filled by a vote of the membership at the next quarterly meeting.

The immediate past Chairperson may serve on the Board.

Sec. 2 Appointed Committees will be composed of individuals in the various areas of resource development as selected by the Chairman.

ARTICLE VI

TERM OF OFFICE

Sec 1 The Chairman, Vice-chairman, Secretary-Treasurer of the council and the at-large Board members shall be elected at the annual RC&D council meeting by a majority vote of council members.

Sec. 2 Members of the Council will serve one year terms. If the respective appointing body does not state otherwise, their member is appointed for another year.

ARTICLE VII

MEETINGS

Sec. 1 The council shall meet on a date selected by the Chairman.

Sec. 2 Appointed committees shall meet as needed and as requested by the Chairman.

Sec. 3 Minutes of all meetings of the council shall be provided to each member of the Council.

Sec. 4 The Board shall meet as called by the Chairman or any two (2) members of the Board.

Sec. 5 Quorum of the Board shall be those members present at a special or regular meeting.

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Sec.7 When a Board Member must be absent from a Board Meeting He/She may appoint a proxy. The Proxy must be a current Council Member; not a Board Member. The Board Member must notify the Board Chairman in writing prior to the meeting using the following statement. 'I hereby appoint (the name of the proxy) as my proxy to vote on my behalf on (Date)'

ARTICLE VIII OPERATING FUNDS

Sec. 1 The Board shall submit an annual budget for the following fiscal year at the last quarterly meeting of the year.

Sec. 2 Operating funds will consist of dues paid by members, monies received for services, donations, grants and bequests.

Sec.3 The Board may take action, including suspension of grants if a County sponsoring organization does not pay their annual dues.

ARTICLE IX DUTIES

Sec. 1 Duties of officers:

- a) Chairman-Preside at all meetings of the Council and of the Board. Make decisions as per Board Policies.
- b) Vice-chairman- Act for chairman in his absence and others as assigned.
- c) Secretary-Treasury- Keep records of the Council and the Board, receive assessments of monies and disburse funds as authorized by the Board, notify members about meetings and perform other duties naturally incumbent upon the position.

At-Large Board Members-Attend Board meetings and participate in the best interest of the Council.

Sec. 2 Duties of the Board:

- a) Set dues structure
- b) Collect Dues
- c) Arrange for an annual, review, compilation or special audit of the Council's financial affairs by a qualified and disinterested person.
- d) Organize needed committees, give charges to committees, issue instructions and appoint members thereon.
- e) Designate one or more members to represent the organization at meetings, hearings, etc., as considered desirable.
- f) Govern and make decisions for Council and approve expenditures which are in the best interest for achieving the Council's goals and objectives.

Sec. 3 Duties of the Council:

- a) Assign priorities to project measures submitted by the county resource conservation and development committee and other local sponsors.
- b) Invite representatives of agencies and organizations to explain how project measures might be accomplished.
- c) Make special requests of agencies and organization for information and assistance to prepare project plan and carry out project measures.

- d) Cooperate with other organizations, corporations, agencies, etc., in planning and carrying out endeavors to improve the social and economic welfare of the people.
- e) Approve bylaws.
- f) Annually Elect Board Members and Board Officers.

Sec. 4 Duties of appointed committees:

- g) Hold meetings as needed.
- h) Work with rural area development committees, industrial development boards and planning agencies to coordinate project measures and overall objectives for county development.
- i) Evaluate project measures, recommend priorities and transmit measures with proper information to the Council.
- j) Assign members to meet with rural development committees and planning agencies to assemble information, develop plans, prepare requests for project measures, etc.
- k) Appoint sub-committee as needed to assemble information, prepare project measures and follow up on project measures.

ARTICLE X AMENDMENTS

These bylaws may be amended by a majority of all members of the Council present at a regular or a special meeting when the notice of such meeting shall contain the proposed amendment. Notices containing information about the bylaws shall be provided to all members of the Council.

ARTICLE XI DISSOLUTION

In the event of the Council is dissolved, the residual assets of the organization shall be turned over to one or more organizations described in Sections 501 (c) (3) and 170 (c) (2) of the code or corresponding sections of any prior of future Internal Revenue Code.

Reviewed _____

Adopted by resolution of the Alabama Mountains, Rivers and Valleys Resource Conservation Development Council.

Date adopted _____

Chairman _____

Secretary _____