

CONSTITUTION AND BY-LAWS
THE SHENANDOAH RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL
70 Dick Huff Lane, P.O. Box 60
Verona, VA 24482

Revised and Accepted: 1/11/10

ARTICLE I--Name

The name of the organization shall be The Shenandoah Resource Conservation and Development Council. The organization is an independent, non-profit, non-partisan corporation..

ARTICLE II--Location

The address in the State of Virginia where the principal office is located is: 70 Dick Huff Lane, P.O. Box 60, Verona, VA 24482

ARTICLE III--Mission/Objectives

Mission statement:

The Shenandoah RC&D's mission is to sponsor and promote projects and programs that improve the quality of life and sustainable use of natural resources, primarily in the Shenandoah River Watershed, by providing volunteer leadership, technical resources, and financial assistance. The RC&D area includes the counties of Augusta, Clarke, Frederick, Page, Rockingham, Shenandoah, and Warren and the cities of Harrisonburg, Staunton, Waynesboro, and Winchester.

Objectives:

The main objectives of the Shenandoah RC&D are:

- [1] Promote managed growth and development, with an emphasis on protection of farm and forest lands and open space.
- [2] Promote a sustainable agricultural sector.
- [3] Promote the conservation of natural resources, with an emphasis on improvement and protection of water and air quality.
- [4] Promote community development and diverse rural economies.
- [5] Strengthen Shenandoah RC&D Council operations.

ARTICLE IV—Sponsors and Associate Sponsors

Sponsors' representatives are voting members as described in Article VI. Associate sponsors' representatives on the Council are non-voting members. New sponsors and associate sponsors that support the mission and objectives of the Shenandoah RC&D Council may be added upon approval of the Council. Sponsors or associate sponsors may include, but are not limited to Federal, State, and local governments, and non-governmental organizations.

Current sponsors are:

Headwaters SWCD
Lord Fairfax SWCD
Shenandoah Valley SWCD
Pure Water Forum
Valley Conservation Council
Farm Bureau
Northern Shenandoah Valley Regional Commission
Central Shenandoah Planning District Commission

Current associate sponsors are:

Augusta County
Clarke County
Frederick County
Page County
Rockingham County
Shenandoah County
Warren County
Town of Luray
City of Harrisonburg
City of Staunton
City of Waynesboro
City of Winchester
Potomac Conservancy

Virginia Poultry Federation
Virginia Dairyman's Association
Virginia Department of Forestry

ARTICLE V--Organization and Membership

Section 1--Committees. The following are standing committees of the Council:

Executive Committee
Community Development Committee
Forestry Committee
Managed Growth and Land Protection Committee
Natural Resources Committee
Sustainable Agriculture Committee

The Council can add/modify committees as appropriate to remain consistent with Council goals and objectives as set out in its Area Plan. Subcommittees may be established by committee chairs to work on specific aspects of the committee's objectives and plans of work as appropriate. When a committee is first established, committee members shall be nominated by the Council Chair and ratified by the Council. Once the committee has been established, additional members may be added by the Committee Chair with concurrence of the Council. Committee members need not be members of the Council. Committees may meet in person or by teleconference for carrying out their purpose.

The purpose of each of the standing committees is as follows:

Executive Committee: The purpose of the Executive Committee is to manage affairs of the Council and make necessary decisions on behalf of the Council. The Executive Committee will report on actions taken at the next regular Council meeting. The Executive Committee includes the Chair, Vice Chair, Secretary/Treasurer, Past Chair, and at least one additional Council member, appointed by the Executive Committee.

Community Development Committee: The purpose of the Community Development Committee is to promote community development and diversified rural economies as directed by the Shenandoah RC&D Council Area Plan.

Forestry Committee: The purpose of the Forestry Committee is to promote sustainable forest management and the sustainable use of forest products, including bioenergy opportunities as directed by the Shenandoah RC&D Council Area Plan.

Managed Growth and Land Protection Committee: The purpose of the Managed Growth and Land Protection Committee is to promote managed growth and development, with an emphasis on protection of farm and forestland and open space as directed by the Shenandoah RC&D Council Area Plan.

Natural Resources Committee: The purpose of the Natural Resources Committee is to promote conservation of natural resources, with an emphasis on improvement and protection of water and air quality, as directed by the Shenandoah RC&D Council Area Plan.

Sustainable Agriculture Committee: The purpose of the Sustainable Agriculture Committee is to promote sustainable agriculture as directed by the Shenandoah RC&D Council Area Plan.

Section 2--Officers and Principal Duties:

The principal officers of the Shenandoah RC&D Council are the Chair, Vice-Chair, Secretary/Treasurer, and Past Chair. The Chair and Vice Chair are elected for two year terms of office and must be eligible voting members. The Past Chair will serve for two years. The secretary/treasurer is appointed for a one-year term by the Executive Committee and may be reappointed for additional terms as appropriate.

RC&D Council officers should rotate in sequence from Vice Chair to Chair to Past Chair to provide continuity on the Council.

Duties:

a.) Chair:

- Shall preside over all Council and Executive Committee meetings
- Shall call special meetings
- Shall appoint all standing and special committees Shall represent the Council

b.) Vice-Chair:

- Shall preside over meetings and carry out the other duties of the Chair in the absence of the Chair

c.) Secretary-Treasurer:

- Shall ensure records of all meetings are maintained
- Shall ensure notices of all meetings are distributed
- Shall propose an annual operating budget in consultation with the Executive Committee
- Shall keep an operation expense account
- Shall provide the Council with an annual financial report and independent audit or financial review
- Shall monitor the work of the Council's bookkeeper.

Section 3 -- Membership

There are four categories of membership on the Council:

- Sponsor-Representative Members;
- Associate SponsorRepresentative Members;
- At-Large Members;
- and Affiliate Members.

Sponsor- Representative Members are recommended by the sponsor and concurred with by the Council for one year terms. New Sponsors or Associate Sponsors may be added by a majority vote of the Council. Two At-Large members shall be recommended by the Executive Committee and confirmed by a majority vote of the Council. The At-Large members will be appointed to ensure the Council reflects the population diversity of the Area and is consistent with its commitment to non-discrimination. At-Large Members will be appointed for one year terms, and may not serve for more than six consecutive years.

Affiliate Members serve primarily on Shenandoah RC&D Council committees and may offer technical advice on other Council matters. They have voting rights on their

assigned committees and are welcome to attend Council meetings and activities. They are appointed by the respective committee chairs.

ARTICLE VI--Meetings

The Council will meet every two months or as directed by the chair. Additional meetings may be called by the Chair or a majority of Council members as needed. The Executive Committee shall meet as called by the Chair. Committees shall meet quarterly or as called by the committee Chair.

Voting/Quorum

Majority of voting Council members present or six members constitutes a quorum for business decisions. Voting Council members unable to attend in person may fully participate in Council meetings by teleconference if such service is available and be considered present for quorum and voting purposes.

Decision-making by the Shenandoah RC&D Council shall be by majority vote of those present of the eligible voting members. The 13 eligible voting members are as follows:

2 directors per SWCD	= 6
1 Valley Conservation Council	= 1
1 Farm Bureau	= 1
1 Pure Water Forum	= 1
1 per Planning District	= 2
2 At Large Members	= 2

Total = 13*

Between Council meetings, the Executive Committee may act on behalf of the Council, and shall report all such actions at the next meeting of the Council.

ARTICLE VII--Finances

The fiscal year is July 1-June 30 to correspond with the fiscal years of SWCDs, Counties, and State of Virginia. The SWCDs will provide necessary annual dues for the first three years of operation; in subsequent years each sponsor will provide dues for operational expenses of the Council. The amount of the dues will be recommended by the Executive Committee and approved by a majority vote of the Council members. Other financial support may be acquired at the discretion of the Council. A bookkeeping service will be hired to account for financial resources and prepare an annual budget report.

ARTICLE VIII--Liability

The Council shall maintain D&O insurance to provide liability coverage for Council members when carrying out the official work of the Council.

ARTICLE IX--Dissolution

Once established, the organization may only be dissolved by a majority (at least 51%) vote of the Council members and approval by the sponsor organizations. Any sponsoring organization has the right to withdraw its sponsorship from the RC&D Council pending 90 days written notification. In the event of dissolution, after paying all liabilities, remaining assets shall be distributed as determined by the Council.

ARTICLE X--Non-discrimination clause

The Shenandoah RC&D Council's program shall be conducted in compliance with the 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 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 subject to discrimination under any program or activity receiving federal financial (or technical) assistance from the Department of Agriculture of any agency thereof.

ARTICLE XI – AMENDMENTS

A majority vote of the Council voting members present at a Council meeting, where previous notification of proposed bylaw changes has been given, shall be necessary to amend by-laws. A minimum of 30 days advance notice with a copy of the proposed changes must be provided to Council members.

Accepted: _____

Chair

Date: _____

Shenandoah RC&D Constitution and Bylaws:
Original: 9/18/02
Revised/Accepted: 3/14/05; 7/11/05; 7/9/07; 11/19/07; 1/11/10