

**BY LAWS  
OF THE  
VIRGINIA ASSOCIATION OF RESOURCE CONSERVATION  
AND DEVELOPMENT COUNCILS**

These By Laws supplement the Constitution that was amended on April 28, 2010.

**ARTICLE I – ASSOCIATION BOARD**

The Board of Directors will consist of a maximum of three voting Delegates per Council and hereinafter, be referred to as the “Association Board”.

Officers of the VARCDC and each Council Chair will automatically serve as voting Delegates representing their respective Councils.

The remaining voting Delegates from each Council will consist of their own appointed Delegate(s) or alternate to vote in a Delegate’s absence.

A roll call will be taken at the beginning of each meeting to acknowledge the three voting Delegates from each Council.

**ARTICLE II – TERMS OF DELEGATES**

All Delegates of the Association Board shall serve for a period of two years on a staggered basis and are eligible for reappointment by their respective Councils. Each new Council will designate which of their initial appointees shall serve a one year or two year term in order to achieve this staggered basis.

**ARTICLE III – EX-OFFICIO/ADVISORS**

The Association Board may appoint ex-officio members, and/or advisors to serve at its discretion. Such members shall not hold office or vote as members of the Association, but may serve on committees other than the Executive Committee hereinafter authorized.

RC&D Coordinators will be invited to serve as advisors to the Association Board. The Assistant State Conservationist of Programs for the Natural Resources Conservation Service will be invited to serve as an advisor to the Executive Committee.

## **ARTICLE IV – OFFICERS**

### **SECTION I – TITLES**

The Officers of the Association Board shall consist of a Chairperson, Vice Chairperson, Secretary, and a Treasurer.

### **SECTION II – TERMS OF OFFICE**

The Officers of the Association Board will be elected in even numbered years and serve for a period of two years beginning at the end of the Annual Meeting and concluding at the end of the second Annual Meeting, or until a successor is elected. Elections are to be held prior to the end of even numbered calendar years through voting by the general membership by mail ballot. The Executive Committee will appoint officers to fill only the duration of any unexpired terms.

No Officer shall serve more than one term of two years in each office, but will become eligible for re-election after a two-year period of absence from the office previously held.

### **SECTION III – EXECUTIVE COMMITTEE**

The Executive Committee will be composed of the Chairperson, past Chairperson, Vice-Chairperson, Secretary, Treasurer and Members-At-Large so that each Council shall be represented on the Committee.

Each Member (RC&D Council) not represented by one of the Officers listed above shall have one of their Council Members serve as an At-Large-Delegate on the Executive Committee.

The Association Board shall delegate to the Executive Committee such powers as they see fit to conduct normal operating business. A quorum shall be the majority of the committee members.

## **ARTICLE V – POWERS AND DUTIES OF OFFICERS, COMMITTEES, AND ASSOCIATION BOARD DELEGATES**

### **SECTION I – CHAIRPERSON**

The Chairperson shall preside over all meetings of the VARCDC. The Chairperson shall exercise general supervision over all affairs of the Association and assign responsibility aside from the Treasurer for an annual audit or internal review of the financial records. The Chairperson is considered an ex-officio member of all Committees other than the Executive Committee. The Chairperson represents the VARCDC as its Board Member on the Southeastern Association of RC&D Councils.

## SECTION II – VICE CHAIRPERSON

The duties of the Vice-Chairperson are to preside over all meetings of the VARCDC in the absence of the Chairperson. The Vice-Chairperson would complete the unexpired term of the Chairperson in the event that a vacancy occurs. The Vice-Chairperson is the alternate for the Chairperson and in the Chairperson's absence represents the VARCDC as its Board Member on the Southeastern Association of RC&D Councils. In addition to these duties, the Vice Chair with assistance of the Chair and other board members, will lead the Planning Committee to develop an Annual Plan of Work and to coordinate the developing, monitoring and updating of the Strategic Plan, as needed.

## SECTION III – SECRETARY

The Secretary shall attend all meetings of the Association, record proceedings thereof, and provide copies of the proceedings to the members. The secretary serves on the Executive Committee and shall attend their meetings. The Secretary will oversee updates or modifications to the VARCDC stationery. In the absence of the Chairperson and the Vice Chairperson, the Secretary shall represent VARCDC as its Board Member on the Southeastern Association of RC&D Councils.

## SECTION IV – TREASURER

The Treasurer's duties include, but are not limited to, the collection and depositing of all moneys due to the VARCDC in such banks as directed by the Executive Committee, maintaining an account book, rendering annual and semi-annual statements, as well as, the payment of all bills and other duties related to financial responsibility as directed by the Executive Committee. The Treasurer serves on the Executive Committee and shall attend their meetings. The Treasurer is also responsible for leading the Executive Committee in the development of the next year's annual budget at the Fall Board Meeting and for collecting dues.

## SECTION V – OUTSIDE RELATIONSHIPS

The Officers of the Association will represent the VARCDC in its relationship with other Councils and/or Associations in the Commonwealth, and with other state and federal agencies in all phases of planning, developing and implementing of its goals and objectives.

## SECTION VI – OFFICIAL REPRESENTATION AND TRAVEL

When an officer is requested to represent the VARCDC with expenses paid by VARCDC at official functions such as meetings of the Southeast Association or the National Association and the Chairperson is unable to attend, the following sequence will be followed in designating the official representative of the VARCDC: the Vice Chairperson, then the Secretary, then the Treasurer and then the immediate past Chairperson will be asked to attend. When funds have been approved in the VARCDC budget for this travel the official representative will receive those travel funds for expenses incurred.

## SECTION VII - COMMITTEES

Standing committees may be established by the Association Board to carry out the objectives of the VARCDC.

Ad hoc committees may be established by the Executive Committee.

The Chairperson shall appoint committee members for all committees established by the VARCDC except the Executive and Legislative Committees and has the option of appointing the chairperson of each committee. The Legislative Committee shall be composed of the VARCDC Chair and the Chair from each Member Council or his/her designee.

The Standing Committees are:

|                         |                           |
|-------------------------|---------------------------|
| Annual Meeting/Training | Legislative               |
| Awards                  | Nominations and Elections |
| Budget                  | Planning                  |
| Forestry                | Public Relations          |

The appointments shall be made within thirty days of taking office as the Association Chairperson.

## ARTICLE VI- MEETINGS

### SECTION I – CALLING MEETINGS

The Chairperson of the VARCDC will determine and advise all Members (RC&D Councils) of all meeting dates/times/locations for Executive Committee and Association Board Meetings.

The Association Board will determine the best Council to host the annual VARCDC general membership meeting. The host Council shall determine the date/time/specific location for the annual meeting.

Committee Chairperson may call committee meetings as deemed appropriate.

### SECTION II – QUORUM

A quorum at any regular or special meeting of the Association Board shall be a majority of the voting delegates. *(For example, if there are eight councils that are members, then there are 3 voting delegates per council for a total of 24 delegates so a quorum is 13.)*

A quorum at any regular or special meeting of the Executive Committee shall be a majority of the committee members. *(For example, if there are eight councils each with one member on the committee, then a quorum is 5.)*

A quorum for each of the other committees shall be a majority of the members appointed to that committee by the Chairperson.

### SECTION III – VOTING

Association Board - Each Member Council shall have a maximum of three votes on the Association Board with each Officer and Member-At-Large on the VARCDC Executive Committee entitled to one vote when present. The remaining votes will go to the Council Chair and the appointed delegates. During the roll call, alternates may be named to vote for either the chairperson or appointed delegate. No proxy voting is permitted at meetings in lieu of attendance.

Executive Committee - Each Member Council shall have one vote on the Executive Committee that is the designated member from the Council except, the Chairperson of the Executive Committee shall vote only to break a tie vote. No proxy voting is permitted at meetings/teleconferences in lieu of attendance.

### SECTION IV – PROCEDURE

Meetings of the VARCDC shall be conducted in accordance with the most recent available edition of “Robert’s Rules of Order”.

### ARTICLE VII – DUES

The Dues will be established annually by the Association Board in the Fall Meeting. Dues will be due by February 15 of each year and will cover the twelve-month period of January 1 – December 31.

### ARTICLE VIII – AMENDMENTS

An amendment or change to the By Laws must pass by a 2/3 majority of the Association Board. Any change shall become effective upon the date as specified within the amendment or immediately if no date is specified.

We, the undersigned, do hereby adopt these By Laws under which the Virginia Association of Resource Conservation and Development Councils shall be governed.

\_\_\_\_\_

Chairperson

\_\_\_\_\_

Date

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Witness

\_\_\_\_\_

Date

\_\_\_\_\_

Secretary

\_\_\_\_\_

Date

\_\_\_\_\_

Witness

\_\_\_\_\_

Date

Amended 4-17-99

Amended 9-17-03

Amended 4-28-2010