

**BYLAWS
OF
UPPER JAMES
RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL,
INCORPORATED**



ARTICLE I: NAME

The name of the organization governed by these bylaws is the **Upper James Resource Conservation and Development Council, Incorporated** and is referred to herein as "the Corporation."

ARTICLE II: PURPOSE

The purpose of the corporation is to receive, maintain and administer assets exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Code, including, for such purposes, the making of distributions to organizations that qualify as exempt under Section 501(c)(3) of the Code. (Reference herein to the "Code" means such Section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law, and the regulations promulgated pursuant thereto, as the same may now exist or as they may be hereafter amended from time to time.)

More specifically, the purpose of the Corporation is to initiate, develop and promote regional projects benefiting outdoor recreation, land conservation, water resources and environmental education in a sustainable way.

No part of the earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

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No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

In the event of dissolution or final liquidation, all net assets of the corporation, or the net proceeds from the sale thereof (i.e., the net assets remaining after all liabilities and obligations of the corporation have been paid, satisfied, discharged or adequate provision therefor having been made) shall be distributed under the direction of the Board of Directors or by order of a court of proper jurisdiction, to some one or more corporations, trust funds or foundations created in the United States as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code.

ARTICLE III: Members

Section 1

There shall be one class of non-voting members of the corporation. The membership of the corporation shall include persons, groups, enterprises, agencies and other elements of the public involved in the resource, conservation and development area. The initial members of the corporation shall be the following sponsor organizations:

Governments

Alleghany
Bath
Botetourt
Craig
Highland
Rockbridge

City Governments

Covington
Buena Vista

Soil & Water Conservation Districts

Mountain SWCD
Mountain Castles SWCD
Natural Bridge SWCD

Planning Districts

Central Shenandoah PDC

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Lexington

Roanoke Valley-Alleghany
Regional Commission

Section 2

The Board of Directors may add additional members meeting the criteria specified in Section 1 and may remove members within the Board's discretion.

ARTICLE IV: Board of Directors

Section 1

The business and affairs of the corporation shall be managed by its Board of Directors, which shall be known as the "Resource Conservation and Development Council," herein called "the Council." The initial number of Council Members of the Corporation shall be twenty-five (25). The number of Council Members may be increased or decreased from time to time, by resolution of the Council. The Council may consist of one (1) representative from each sponsor organization and up to eleven (11) at large members appointed by said Council.

The sponsor organizations may be asked to appoint a representative to serve on the Council. Consensus within the sponsor organization to appoint a representative is preferred. If the sponsor organization fails to appoint a member, the Council may appoint a representative.

Section 2

The Council may appoint one (1) at large Council member from each county in the RC&D area for a term of three years. However, there shall be no more than three (3) at-large members residing in any one county. The Executive Committee shall submit a potential appointee at a regular council meeting. Approval of the RC&D Council shall constitute formal appointment.

State legislators for the region will be welcome to participate as non-voting honorary members of the Council. The Coordinator shall serve as a non-voting coordinator for the Board.

Section 3

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Sponsors may name alternates for their representatives. The alternate shall have full privileges of membership in the absence of the regular council member. Alternates may not serve in the absence of officers.

Section 4

Sponsor appointees shall serve a three (3) year term on the Council unless said appointee is an elected official whose term in office expires before the end of his or her Council term. In this event, the Council term shall end concurrently with the term in office.

In order to stagger terms of Council members, initial appointments will serve as follows; five (5) members will serve one (1) year; four (4) members will serve two (2) years; four (4) members will serve (3) years; and all subsequent appointments will be for three (3) years.

Section 5

Membership of the Council can be terminated by absence from three (3)–successive Council meetings, unless the RC&D office or a Council Officer has been notified. Attendance by named alternate is encouraged; an alternate will be empowered to be a voting member in the absence of the regular member.

Section 6

Vacancies on the Council may be filled by named alternates on a temporary basis until such vacancy is filled by a permanent Council member.

ARTICLE V: OFFICERS

- (a) The officers of the corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. The term of each office shall be for one year.
- (b) The officers shall be elected by the Council members annually at the first meeting of the fiscal year. The Executive Committee shall prepare a slate of candidates, and this slate shall be mailed prior to the first meeting of the fiscal year. Nominations may also be made by petition signed by at least three (3) members besides the nominee. In the event of nominations by petition, election will be by secret ballot.

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- (c) President – The President shall be a member of the Council, shall be the chief executive officer of the corporation and, subject to the control of the Council, shall in general supervise and control all of the business and affairs of the corporation. It shall be the duty of the President to preside as Chair of all Council meetings and to enforce all laws and regulations relating to the administration of the organization in accordance with the bylaws and/or approved polices when he/she deems it necessary.
- (d) Vice President - In absence of the President, the Vice President shall perform all of the duties, powers and responsibilities of the President. If the position of President is vacant for any reason, the Vice President shall act as President until an election is held to fill the office of President. The Vice President shall be a member of the Council and serve as Vice Chair of the Council and shall perform the duties of the Chair in his or her absence.
- (e) Chair Pro Tempore - In the event of the absence of the President and the Vice President from any meetings of the corporation, the Secretary shall in turn preside.
- (f) Secretary - Resolutions and proceedings of the meetings of the organization shall be recorded by the Secretary. The Secretary shall conduct correspondence relating to the organization, shall cause to have issued notices of meetings and shall perform duties pertaining to the office of Secretary. The Secretary shall keep a register of the appointed members of the Council and all Committees of the corporation.
- (g) Treasurer - Monies of the corporation shall be received and managed by the Treasurer. The Treasurer shall be prepared to report at each meeting of the corporation the conditions of the treasury. The Treasurer will expend funds collected only under direction of the Council. Financial records of the Council shall be audited by a committee appointed by the Chair.
- (h) No member of the Council shall hold more than one office at a time or more than four (4) consecutive full terms pursuant to active participation and attendance at a minimum of fifty percent (50%) of the Council meetings.

ARTICLE VI: MEETINGS

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- (a) The Council will hold open meetings on a quarterly basis, unless otherwise indicated on the notice of meeting.
- (b) Special meetings of the Council may be called by the Chair or if five (5) or more members of the Council request a special meeting. The request to call a special meeting must be put in writing; it must state the purpose of the special meeting; Council members must be given at least four (4) business days of notice; and the request must be submitted to the Chair of the Council.
- (c) The Executive Committee shall meet at least quarterly, but more often if deemed necessary by majority of the Council members. The Executive Committee shall meet at least one month prior to the regular Council meeting. A specially called meeting of the Executive Committee may be called by the Council Chair in lieu of the regular meeting or in consideration of convenience, business at hand, weather conditions, summer vacation months, etc.
- (d) Five (5) Council members, or their designated alternates, or three (3) members of the Executive Committee, attending any regular or special meeting shall constitute a quorum.
- (e) Except as otherwise provided herein in regard to special meetings, notice of all meetings shall be mailed at least two weeks before the meeting, indicating time, place and a brief agenda.
- (f) Official action by the Council may be conducted by electronic media, including email and conference calls, when deemed to be in the best interest of the Council and the Upper James River Basin. Electronic voting will only be used if there is an issue that requires action prior to the next meeting and electronic voting is requested by any Council member. This may also include following a meeting at which 1) action is needed and 2) a quorum was not present at the duly called meeting. Should electronic voting be used, Council members will be allowed 10 business days to respond, which shall be stated in communication to Council members.

ARTICLE VII: COMMITTEES

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Committees of the Council shall be standing or special. Standing committees shall be an Executive Committee and the following resource committees:

- 1. Outdoor Recreation**
 - 2. Water Resources**
 - 3. Land Conservation**
 - 4. Environmental Education**
- (a)** The Executive Committee shall consist of the currently elected Council officers, the past president, and the chairs of the four (4) standing resource committees. Initially, the Council will appoint a member to serve the past chair position of the Executive Committee. The Executive Committee shall handle short-term managerial tasks of the Council and function as the Personnel Committee of the Council.
 - (b)** Each of the standing resource committees shall consist of at least three Council members and others who shall be appointed by the Council upon recommendation of the Chair of the committee, and shall make appropriate recommendations to the Council within the committee's area of discipline.
 - (c)** Ad hoc committees may be established as needed for special purposes by appointment of the President.
 - (d)** Each standing resource committee shall work with RC&D members and shall evaluate RC&D projects within its respective discipline. Each resource committee may seek guidance from technical agency advisors when formulating recommendations on project proposals.
 - (e)** The President shall appoint a chair for each standing resource and ad hoc committee.
 - (f)** A standing resource committee will serve the entire RC&D area. The Council may choose to have separate county subcommittees to address local issues.
 - (g)** Standing resource committee meetings shall be held at the discretion of the Committee Chair, except when the Council schedules a committee meeting due to matters requiring immediate attention.

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- (h) The Executive Committee shall also serve the role of a Personnel Committee, chaired by the President. The Executive Committee will oversee the personnel management of the Council. It will develop personnel policies for approval by the Council, and will provide guidance to personnel. Staff hired by and paid for by the Council shall be supervised by the Executive Committee.

ARTICLE VIII: FISCAL YEAR

The Upper James RC&D fiscal year is July 1 through June 30.

ARTICLE IX: DISBURSEMENTS

All disbursements shall be approved by the President or the Treasurer. In absence of either, the Vice President will act in their capacity.

ARTICLE X: EQUAL OPPORTUNITY EMPLOYMENT

The programs conducted will be in compliance with all requirements respecting nondiscrimination as contained in the Civil Rights Act of 1964, as amended, and the regulations which provide that no person in the United States shall, on the grounds of race, color, age, sex, handicap, religion, marital status, or national origin, be excluded from participation in, be denied benefits of, or be otherwise subjected to discrimination under any program or activity receiving assistance from the Upper James RC&D Council.

ARTICLE XI: INDEMNIFICATION

This organization shall indemnify any present or former Board of Directors or RC&D Council member, officer, employee, member or volunteer of this corporation, and each person who is serving or has served, at the request of this organization, as a director, officer, partner, trustee, employee or agent of another organization, corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses including attorney's fees, judgments, fines, settlements, and reasonable expenses, actually incurred by such person relating to his/her conduct as a volunteer of the organization or as a director, officer, partner, trustee, employee or agent of another organization, corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this

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sentence shall not apply (i) to breach of duty of loyalty to the organization (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for a transaction from which said person derived an improper benefit.

ARTICLE XII: FUNDING

Contributions may be solicited as needed to carry on the operations of the Council. An annual budget will be prepared by the Executive Committee and approved by the Council.

ARTICLE XIII: CONFLICT OF INTEREST POLICY.

Section 1. Purpose.

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section II. Definitions.

1. Interested person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

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c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

d. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

e. A financial interest is not necessarily a conflict of interest. Under Section III, 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section III. Procedures.

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest.

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more

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advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization=s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy.

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section IV. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board=s or committee=s decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section V. Compensation.

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a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section VI. Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy.
- b.** Has read and understands the policy.
- c.** Has agreed to comply with the policy, and
- d.** Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section VII. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

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Section VIII. Use of Outside Experts. When conducting the periodic reviews as provided for in Section VII herein, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XV: AMENDMENTS

These bylaws of the corporation may be amended only by a majority vote of the entire membership of the Council. Notification of any proposed amendments shall be given via email to all Council members at least thirty (30) days in advance of a vote.

APPROVED FEBRUARY 25, 2010