

C O N S T I T U T I O N
&
B Y - L A W S

SOUTH CENTRAL MOUNTAIN RESOURCE
CONSERVATION AND DEVELOPMENT COUNCIL,
INC.

CONSTITUTION

ARTICLE I

NAME

- Section 1 The name of this organization shall be *South Central Mountain Resource Conservation and Development Council, Inc.* hereinafter called Council or SCMRC&D.
- Section 2 This organization shall cooperate with other organizations for the improvement of the SCMRC&D area which includes all of Lincoln and Otero Counties.

ARTICLE II

PURPOSE AND OBJECTIVES

The purpose of the organization shall be to serve as the central facilitating body of the SCMRC&D area, to implement the Area Plan, Annual Plan and subsequent revisions of those plans. The basic objectives of the Council are:

- A. To accelerate the development, conservation and wise use of human, financial and natural resources in order to improve the standard of living and quality of life in the SCMRC&D area.
- B. To train and develop strong local leaders who are equipped to deal with local issues and provide leadership to the Council and their respective communities.

ARTICLE III

FISCAL YEAR

The fiscal year of the organization shall begin the first day of October in each year, ending the last day of September of each year.

ARTICLE IV

MEMBERSHIP

- Section 1 Membership as a Council sponsor shall be limited to those legal entities, agencies, businesses, corporations, organizations, or individuals having the ability to sponsor project activities or facilities and which would be interested in the purposes and objectives of the SCMRC&D as set forth in Article II. The signatory and subsequently approved sponsors which have membership on the date of approval by the Constitution and By-Laws shall be members of the organization.
- Section 2 Future membership as sponsors shall be based on voluntary application by the interested and eligible applicant or by invitation by the Council with approval of such membership at a called meeting.
- Section 3 There shall be a Board of Directors composed of three (3) elected officers (Chairman, Vice-Chairman, and Treasurer/Secretary) and up to five (5) at-large Directors appointed by the Chairman yearly. The Board of Directors will meet once a month, in person or by conference call or webinar in open session unless otherwise needed.
- Section 4 The membership of the Council shall be composed of one (1) representative from each sponsor. A sponsor may designate a representative to the Council who may or may not be a member of their governing body.
- Section 5 A federal agency shall not be eligible for membership, but is encouraged and will be called upon to serve in an advisory capacity and otherwise assist in achieving the aims and objectives of the Council.
- Section 6 An associate membership will be recognized for businesses, corporations, organizations, or individuals who request such membership and take an active interest in the RC&D program and pay the required dues. These members have all the rights and privileges of regular sponsor members except the right to vote and hold office.

Section 7 Any membership may be withdrawn by the Board of Directors if it becomes apparent that the member's objectives seriously conflict with the goals and objectives of this organization.

Section 8 Membership dues shall be assessed for a twelve (12) month period which coincides with our fiscal year. The dues (to be paid yearly) will be set by the Board of Directors.

ARTICLE V

GOVERNMENT

The government of the organization shall be vested in the Council which shall be selected in the manner prescribed in Article IV, Section 4.

ARTICLE VI

MEETINGS

The Annual Meeting and election of officers of this organization shall be held on a date prior to the beginning of the fiscal year and at a place to be set by the Board of Directors. Notice of such meeting shall be given by electronic or US mail by the Chairman of the Board (or designee) to each member at least seven (7) days prior to such meeting date. Those members present shall constitute a quorum at such meeting.

ARTICLE VII

AMENDMENTS

This Constitution may be amended by two-thirds (2/3) vote of the members present at any meeting, after notice is given by electronic or by US mail by the Chairman of the Board to each member at least seven (7) days before a Council meeting and the proposed amendment (s) are stated in such notice.

BY-LAWS

ARTICLE I

MEMBERSHIP AND DUES

Eligibility for membership shall be as provided in Article IV of the Constitution.

All dues shall be set by the Board of Directors. Dues not paid by December 31 of the year will be considered delinquent and membership shall be terminated.

ARTICLE II

GOVERNMENT

- Section 1 The government of this organization shall be vested in the Council as prescribed under Articles IV and V of the Constitution.
- Section 2 The Council shall elect from its membership a Chairman, Vice Chairman, and Secretary/Treasurer as officers to serve on the Board of Directors for a two (2) year term. The election shall occur at the annual meeting or as circumstances require in even numbered years.
- Section 4 **DUTIES OF OFFICERS:**
- CHAIRMAN** shall preside at all meetings of the Council and Board of Directors and shall be an ex-officio member of all standing committees. The Chairman shall have such powers and shall perform such other duties as may be required by the Board of Directors including appointment of a Nominating Committee of three (3) to select a slate of officers for the subsequent election. The Chairman shall appoint up to five (5) at-large Directors to serve annual terms on the Board of Directors. In addition, The Chairman shall make appointments to any standing and/or ad hoc committees as necessary to meet the objectives of the organization.
- VICE-CHAIRMAN** shall preside in the absence of the Chairman. The Vice-Chairman shall fill the unexpired term of the Chairman in the event the Chairman cannot fulfill his term of office.
- SECRETARY/TREASURER** or designee shall keep a record of all proceedings and shall keep all financial records, handle all money transactions, and prepare budgets and financial reports.
- Section 5 Voting by members or their authorized alternate in the absence of regular members at any of the called meetings shall be by any method agreed on by the majority of those present. No person shall cast more than one (1) vote.
- Section 6 Any vacancy of the Council shall be designated by the appropriate sponsor.

ARTICLE III

MEETINGS

Meetings necessary to conduct the business and affairs of the organization shall be scheduled by members and shall be held at least quarterly. Time and place shall be determined at the previous meeting. The Annual Meeting shall be held as described in Article VI of the Constitution.

A vote of fifty-one percent (51%) of the Council members present will be necessary to take action.

ARTICLE IV

PROCEDURE AND POLICY

Robert's Rules of Order, Newly Revised, shall govern the proceedings of all regular and special meetings of the organization. The policies of the Council shall be based on those set forth in the approved Area Plan. Any subsequent policy which has been established to date and is included in official minutes of the Council shall be deemed part of policy procedures.

ARTICLE V

HEADQUARTERS

The official headquarters of the Council shall be the RC&D Coordinator's office located in Carrizozo, New Mexico; this being designated by the Natural Resources Conservation Service of the U.S. Department of Agriculture, to assist the Council in the planning and implementation of the RC&D Area Plan.

ARTICLE VI

FINANCIAL DISBURSEMENTS

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public's purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for

such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

No part of the net earnings of the organization shall inure to the benefits of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article II of the Constitution. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 provision of the articles, this organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this organization.

ARTICLE VII

AMENDMENTS

These By-Laws may be amended by two-thirds (2/3) vote of the members present at any called meeting, provided at least seven (7) days notice has been given by mail by the Chairman of the Council, with proposed amendment (s) stated in such notice.

THIS CONSTITUTION AND THESE BY-LAWS WERE ADOPTED at an official meeting of the Council on March 19, 1991 and this action is so recorded in the official minutes of said meeting.

THE SAME WERE AMENDED AT AN OFFICIAL MEETING held on January 30, 1998 and is so recorded in the official minutes of said meeting.

THE SAME WERE AMENDED AT AN OFFICIAL MEETING held on October 29, 2009 and is so recorded in the official minutes of said meeting.

THE SAME WERE AMENDED AT AN OFFICIAL MEETING held on November 19, 2009 and is so recorded in the official minutes of said meeting.

SOUTH CENTRAL MOUNTAIN
RESOURCE CONSERVATION &
DEVELOPMENT COUNCIL, INC.

APPROVED: _____ ATTEST: _____