

“Clean copy” (no details of changes) of proposed bylaws to be voted on at the July 29, 2010 Council Board meeting in Clinton, IN.

BYLAWS OF SYCAMORE TRAILS RESOURCE CONSERVATION AND DEVELOPMENT (RC&D), COUNCIL, INC.

ARTICLE I

Name and Description

Section 1.01 The name of the organization shall be “Sycamore Trails Resource Conservation and Development (RC&D) Council, Inc.,” hereinafter referred to as “the Council.”

Section 1.02. The Council is an independent, nonprofit, nonpartisan organization formed to advance the conservation, development, and proper use of the natural, economic, and human resources within the Sycamore Trails Resource Conservation and Development area which presently includes but is not limited to Clay, Fountain, Montgomery, Owen, Parke, Putnam, Sullivan, Vermillion, and Vigo counties, Indiana. It is organized exclusively for charitable, educational, and scientific purposes, including such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II

Purpose, Objectives, and Powers

Section 2.01. The Council is formed to provide local leadership required for developing and carrying out a plan for the orderly conservation, improvement, development, and wise use of natural, economic, and human resources, thereby improving the economic and social well-being of the people within the Sycamore Trails Resource Conservation and Development area.

Section 2.02 The objectives of the Council are:

- A. To develop and carry out an RC&D plan for the area in an effort to improve economic, cultural, social, educational, and environmental conditions;
- B. To cooperate with other local and regional organizations and agencies with the same purposes;
- C. To create within the citizens a general awareness of the urgent need for orderly development, conservation, and use of all resources in the area;
- D. To secure the required technical, financial, educational, and other services required to implement an active RC&D plan;
- E. To provide guidance and leadership to various local committees, groups, and agencies in carrying out the plan;
- F. To revise and add to the area plan as new conditions arise;

- G. To acquire, own, hold, use, lease, mortgage, pledge, sell, convey, or otherwise dispose of property or interests therein, real or personal, tangible or intangible, in carrying out its purposes in and outside the boundaries of the State of Indiana;
- H. And to assist in retaining, enhancing, or protecting the natural, scenic, or open-space values of real property and assuring the availability of real property for agricultural, forest, recreational, wildlife, or open-space use within or outside of the boundaries of the State of Indiana.

Section 2.03. The powers of the Council are restricted to its description, objectives, and purpose as stated in Article I and Sections 1 and 2 of this Article. The Council is not a unit of government and does not have the legal power and authority of a unit of government. Such power and authority needed to carry out certain RC&D projects may be furnished by Soil and Water Conservation Districts, county governments, municipal governments, or other legally organized units of government.

Section 2.04. Actions of the Council shall be guided by these bylaws, and by the National RC&D Manual issued by the United States Department of Agriculture, Natural Resources Conservation Service.

ARTICLE III Principal Office

The principal office of the Council shall be located and maintained within the boundaries of the Sycamore Trails Resource Conservation and Development area.

ARTICLE IV Membership

Section 4.01. Membership in the Council shall be of two classes, General Members and Sponsoring Members. Every candidate shall be expected to comply with the class requirements.

A. General Members shall be any local units of government, corporations, organizations, groups, or individuals who express that interest in writing. Members within this category pay no dues and have no voting rights. General Members may be terminated by a majority vote of the Board of Directors (hereinafter referred to as “the Board.”) .

B. Sponsoring Members shall be any dues-paying local units of government, corporations, organizations, groups, or individuals approved by the Board. The amount of dues is set by the Board and may be changed at any time by a majority vote of the Board. Dues will be paid annually; membership will commence upon the payment of dues and will expire on December 31 of each year. Each Sponsoring

Member is entitled to one vote in the election of Board of Directors. Sponsoring Members may serve as advisors to the Board on issues to be determined by the Board. The advisory nature of the Sponsoring Members may be changed at any time as deemed necessary by the Board. Resolutions and other actions of Sponsoring Members shall be advisory only to the Board of Directors. Sponsoring Members may be terminated due to delinquency of dues or by a majority vote of the Board.

Section 4.02. There shall be an Annual Meeting of the total membership held during the fourth quarter of the calendar year. The Board of Directors shall be elected at this meeting by the Sponsoring Members. Notice of this meeting shall be given to each member.

ARTICLE V
Board of Directors

Section 5.01. The affairs of the Council shall be managed by a Board of Directors.

Section 5.02. The members of the Board of Directors shall be Sponsoring Members and elected by a majority vote of the Sponsoring Members present at the time of election.

Section 5.03. The number of voting Directors which shall constitute the Board of Directors shall be between nine and fifteen.

Section 5.04. Each Director shall serve for a term of two (2) years. Terms shall run from January 1 through December 31. The terms shall be staggered so that approximately one half of the Directors' terms expire each year.

Section 5.05. Each Director shall be entitled to one (1) vote on all actions requiring action by the Board of Directors.

Section 5.06. Any Director may be removed for cause by the affirmative vote of a two-thirds majority of Directors present at any meeting of the Board of Directors called with that specific purpose in mind. Cause for termination may include conflict of interest, a violation of by-laws, failure to be supportive of the Council, failure to serve actively as a Board participant, or conduct prejudicial to the interests of the Council.

Section 5.07. Any vacancy caused by death, resignation, removal, or otherwise shall be filled by appointment by the Board of Directors. The newly appointed Director shall be considered to be completing the two year term of the exiting Director. Any appointee of a newly created vacancy shall serve until the first Annual Meeting of

the Members, at which time the appointee will stand for election for a two-year term.

Section 5.08. Meetings:

- A. Annual Meeting: The annual meeting of the Board of Directors shall be the first Board meeting of the calendar year and will be held at a time and place agreed upon by the Board of Directors or the Executive Committee (defined in Section 7.02) for the purpose of election of officers and the transaction of such other business as properly may come before the meeting. Notice of annual meetings shall be given to each Director specifying the time, place, and purpose of the meeting.
- B. Regular meetings: Regular meetings shall be held at such time and place as established by resolution of the Board of Directors or Executive Committee. Notice of regular meetings shall be given to each Director specifying the time, place, and purpose of the meeting.
- C. Special meetings: Special meetings may be called at any time by the President, or by a majority of the Directors. Notice of such special meeting, either in person, by telephone, by email, or by first-class mail, shall be given at least 48 hours prior to the meeting and shall specify the time, place, and purpose of the meeting. Notice may be waived in writing, and attendance at the meeting shall constitute waiver of notice. Business to be transacted at a special meeting shall be restricted to the subject matter stated in the notice.
- D. Consent to Director Action: The Board of Directors or Executive Committee may act by written consent describing the action taken, signed or otherwise agreed to in writing (e.g. fax, email) by a majority of Directors or Executive Committee responding, and included in the minutes of the Board or Committee. The action taken is effective upon the signing of a majority of the Board.

Section 5.09. The presence of at least fifty percent (50%) of the Directors, represented in person, shall constitute a quorum.

Section 5.10. The act of a majority of Directors present at a meeting at which a quorum is present, shall be an act of the Board of Directors.

Section 5.11. The Board of Directors may appoint such employees or agents as it may deem advisable and fix their rate of compensation. These employees or agents shall perform such duties and shall exercise such authority as the Board of Directors shall vest in them.

Section 5.12. A Nominating Committee shall be responsible for assembling a slate of Director nominees and presenting that slate to the Sponsoring Membership thirty days before the Annual Meeting of the total membership.

- A. The Nominating Committee shall be a minimum of three people composed of Board Members, Sponsoring Members, and General Members appointed by the Board. The Chair shall be a Board Member.
- B. Nominees to the Board must be Sponsoring Members at the time of their nomination.
- C. Sponsoring Members may submit candidates to the Nominating Committee.
- D. In selecting nominations for the Board of Directors, care shall be taken to maintain a broad geographical representation from the nine-county area and to maintain a range of skills necessary for the efficient functioning of the Board.

ARTICLE VI
Officers

- Section 6.01. The officers of the Council shall consist of a President, Vice President, Secretary, Treasurer, and Past-President, and such other officers and assistant officers as the Board of Directors shall designate.
- Section 6.02. The officers of the Council shall be chosen by the Board of Directors and shall be from among the Board of Directors. Any two (2) or more offices may be held by the same Director, except that the duties of the President and Secretary shall not be performed by the same person.
- Section 6.03. Each officer shall be elected at the annual meeting of the Board of Directors and shall hold office for a term of two annual cycles, until a successor is duly elected, or until death, resignation, or removal. After serving one 2-year term, an officer may be elected to one additional 2-year term to the same office. After serving a second consecutive 2-year term, the officer may not serve in that office for a period of one year. The election of officers shall be by written ballot, except that no written ballot is necessary if there is only one candidate for an office.
- Section 6.04. Vacancies in any of the offices of the Council, for any reason, shall be filled by the Board of Directors at any annual or regular meeting, or special meeting called for that purpose, and any officer so elected shall serve until the original term expires.
- Section 6.05. Any officer of the Council may be removed, for any reason, by the affirmative vote of two-thirds of the number of Directors present at any regular meeting of the Board of Directors or at any special meeting called for that purpose.

Section 6.06. Duties of Officers:

- A. President – Subject to the general control of the Board of Directors, the President shall manage, direct and supervise all the property, affairs, and business of the council and shall discharge all of the usual functions of the Chief Executive Officer of a not-for-profit corporation. In addition to such powers and duties as prescribed by law, by the Articles of Incorporation, by these Bylaws and by the Board of Directors, the President shall:
1. Preside at all meetings of the Board of Directors.
 2. Call and preside at all meetings of the Executive Committee.
 3. Call special meetings of the Board of Directors as he deems necessary.
 4. Carry out all orders and resolutions of the Board of Directors.
 5. Sign all papers and instruments of the council unless otherwise ordered by the Board of Directors.
 6. Supervise any employees or agents employed by the Board of Directors.
- B. Vice President – The Vice President shall have such powers and perform such duties as the Board of Directors may, from time to time, prescribe or as the President may, from time to time, assign to him. The Vice President shall temporarily assume the duties of the President in the absence or inability of the President to act. The Vice President shall serve as Parliamentarian at all Board and Executive Committee meetings where business of the Council is conducted.
- C. Secretary – The secretary shall perform all of the duties incident to the office of Secretary. In addition to all duties prescribed by law, by the Articles of Incorporation, by these Bylaws, and by the Board of Directors, the Secretary shall:
1. Keep a true and complete record of the proceedings of all meetings of the Members, the Board of Directors and the Executive Committee.
 2. Attend to the giving and serving of all notices of the Council required to be given.
 3. Have custody of the books (except books of account) and records of the Council.
 4. Maintain a complete and accurate list of the names and addresses of the membership of the Council, including Members and Directors.
 5. Authenticate records of the corporation.
- D. Treasurer - The Treasurer shall perform all duties incident to the office of Treasurer. In addition to all duties prescribed by law, by the Articles of Incorporation, by these Bylaws, and by the Board of Directors, the Treasurer shall perform or supervise his/her designee in performing the following duties:
1. Keep correct and complete records of account of the Council.
 2. Have charge and custody of all funds, notes, securities, and other property of the Council.

3. Deposit all funds of the Council with such depositories as the Board of Directors shall designate.
4. Furnish at meetings of (and whenever requested by) the Board of Directors a statement of the financial condition of the Council.
5. Have charge and custody of all funds generated by each committee.
6. Must see that all tax documents are completed and filed.

If the Board of Directors shall so require, the Treasurer shall give bond, in such sum and with such surety as the Board of Directors may direct, for the faithful performance of his/her duties and for the safe custody of the funds and property of the Council coming into his/her possession.

- E. Past President – The Past-President shall have such powers and perform such duties as the Board of Directors may, from time to time, prescribe or as the President may, from time to time, assign to him.

Section 6.07. The Board of Directors may, from time to time, designate and prescribe the duties and powers of such additional officers and assistant officers as it deems advisable. These additional officers and assistant officers shall be elected by the Board of Directors.

ARTICLE VII

Executive Committee

Section 7.01. The Executive Committee shall have and exercise all authority of the Board of Directors in the management of the Council between meetings thereof, except those powers of the Board of Directors that cannot be delegated to a committee. The Executive Committee may not do the following:

- (1) Authorize distributions.
- (2) Approve or recommend to members:
 - (a) Dissolution;
 - (b) Merger;
 - (c) Sale;
 - (d) Pledge; or
 - (e) Transfer;
of all or substantially all of the corporation's assets.
- (3) Elect, appoint, or remove directors or fill vacancies on the Board of Directors or on the Executive Committee.
- (4) Adopt, amend, or repeal articles of incorporation or bylaws.

Section 7.02. The Executive committee shall be composed of the President, Vice President, Secretary, Treasurer, and Past-President, and those officers designated in accordance with Section 6.07 above, that have been duly elected by the Board of Directors.

Section 7.03. The presence of at least three (3) members of the Executive committee in person shall constitute a quorum.

Section 7.04. The act of a majority of the members entitled to vote and present at a meeting where a quorum is present shall be the act of the Executive Committee.

ARTICLE VIII Operating Funds

Section 8.01. The Board shall prepare an annual budget showing the projected expenses and income of the Council for the year.

Section 8.02. The Council is authorized to conduct money-raising activities and to apply for grants. The Board may receive gifts and grants sought by or offered to the Council and shall administer the same according to the conditions of the gift or grant if consistent with the objectives and purposes of the Sycamore Trails RC&D Council, Inc.

Section 8.03. The fiscal year shall be January 1 through December 31.

ARTICLE IX Committees

Section 9.01 - The Board of Directors shall establish standing committees as needed. The Board of Directors may also establish ad hoc committees as needed. The purpose for an ad hoc committee shall be determined by the Board of Directors at the time of their establishment. All committees shall be required to hold regular meetings to accomplish the goals established for that committee.

Section 9.02. Each standing committee shall be required to submit to the Board of Directors for their approval, an annual Plan of Work that includes the proposed activities of the committee for the upcoming year, along with an estimated budget to accomplish the proposed Plan of Work. Implementation of the annual Plan of Work cannot be undertaken until approved by the Board of Directors. Committee Plans of Work and budget may be modified during the year as approved by the Board of Directors.

Section 9.03. The President is authorized to create and appoint any ad hoc committee having definite duties, as he/she deems necessary, between Board meetings. Such Presidentially created Special Committees shall be brought to the attention of the Board at the next meeting for approval or termination action.

Section 9.04. An ad hoc or standing committee may not do any of the following:

- (1) Authorize distributions.
- (2) Approve or recommend to members:
 - (a) Dissolution;
 - (b) Merger;
 - (c) Sale;
 - (d) Pledge; or
 - (e) Transfer;of all or substantially all of the corporation's assets.
- (3) Elect, appoint, or remove directors or fill vacancies on the Board of Directors or on the Executive Committee.
- (4) Adopt, amend, or repeal articles of incorporation or bylaws.

ARTICLE X
Not-for-Profit Organization

No part of the net earnings of the council shall inure to the benefit of, or be distributable to its Board members, trustees, officers, or other private persons, except that the organization 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. No substantial part of the activities of the organization shall be the carrying on of propaganda, lobbying, or otherwise attempting to influence legislation, and the Council shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Council shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the objectives and purposes of Sycamore Trails Resource Conservation and Development Council, Inc.

ARTICLE XI
Indemnification

The Members, directors of the Board, officers, and employees of this organization and their private property, shall not be liable in any manner for organizational debts, obligations, undertakings, or liabilities; and they shall be exempted and indemnified against any personal liability by reason of the ownership, administration, or distribution of the organization's property or funds, or by reason of any acts of commission or omission on their part in the conduct of the organization's affairs, as long as they act in good faith. They shall not be liable or accountable in any manner for honest mistakes or errors of judgement, nor for errors of wrongdoing agents, brokers, attorneys, or servants, nor for interest on funds temporarily idle. They shall have the right at all times and in all matters, to act upon any information or evidence deemed by them reliable, without incurring any personal liability or responsibility of any kind in any manner. No person dealing with the Members, directors of the Board, officers, or employees of the organization shall be under any obligation to inquire into the power of authority or into the validity, expediency, or propriety of their actions, decisions, or

transactions, or to see to the proper application of money or property paid over or transferred to the organization.

ARTICLE XII
Dissolution

Upon the dissolution of Sycamore Trails RC&D Council, Inc., 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 a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation 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. In no event will any Director, employee, or member benefit from such assets except for authorized expenses incurred by such Director, employee, or member in conducting Council business.

ARTICLE XIII
Revisions

These Bylaws may be revised by a two-thirds majority vote of the Directors entitled to vote and present at a regular or special meeting of the Board of Directors when the notice of such meeting shall contain the proposed revisions. Notices containing information about revising the Bylaws shall be mailed to all Directors of the Council. The latest revision date shall be shown in the lower left-hand corner of each page of the Bylaws and the last page shall show each revision date.

Original Bylaws Adopted, by resolution of Sycamore Trails RC&D Council, on 7/21/70.

Revised: 3/14/74
 7/17/84
 9/15/87
 1/25/89
 1/24/02
 7/29/10