

**BYLAWS
OF THE
NORTH CENTRAL RC&D
ASSOCIATION, INC.**

A NON PROFIT CORPORATION

OBJECTIVES

This organization is created for the purpose of increasing cooperation among all federal, state and local governmental entities concerned with the perpetuation and strengthening of the RC&D program. The Association will collect, coordinate and disseminate information relative to educational needs, interests or proposals of member RC&D Areas. The Association will serve as liaison with the other state RC&D Associations and will share information relative to the best interest of the regional and national RC&D program.

ARTICLE I – BOARD OF DIRECTORS

SECTION 1.01. General Powers

The affairs of the corporation shall be managed by the Board of Directors. The members will establish policy at the annual meeting or special meetings called for this purpose.

SECTION 1.02. Number, Tenure and Qualifications

The Directors shall be the chairperson or alternate appointed by the state RC&D Associations and be residents of the States of Illinois, Indiana, Iowa, Michigan, Minnesota, Wisconsin and Ohio. The number of Directors shall be seven (7) and at all times each of the above states must have at least one resident as a member of the Board. The Director should be an active member of an RC&D Council. The Council must be in good standing with the State and North Central Associations.

SECTION 1.03. Vacancy

A vacancy shall be deemed to exist upon the death, resignation, or removal, by the State Association or Council, of any Director. Any vacancy shall be filled by the State Association.

SECTION 1.04. Removal

The Board may ask the state to remove their representative by an affirmative vote consisting of five of seven members of the board. The Board of Directors would recommend removal whenever in its judgement, the best interests of the corporation would be served thereby, but, such removal shall be without prejudice to the rights, if any, of the Director in question.

SECTION 1.05. Annual Meeting

The annual meeting of the Association shall be held during the first quarter of each calendar year, or as agreed upon by five of the seven states represented at a North Central Board meeting, beginning with the year 1989. The purpose of the annual meeting is for the transaction of business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in said state, such meeting shall be held at the next succeeding business day.

SECTION 1.06. Notice and Place of Annual Meeting

The notice of the time and place of the annual meeting shall be delivered by mail to each member not less than forty-five (45) days before the date of such meeting. If mailed, then notice of the meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at their address as it appears on the records of the corporation, with postage thereon prepaid. The Directors may designate the place for the annual meeting or for any special meeting called. If no designation is made of a place, the place of meeting shall be the registered office of the corporation in said state.

SECTION 1.07. Special Meetings

Special meetings of the Board may be called by or at the request of the President and shall be called by the Secretary at the request of any four (4) Directors or ten (10) members, members defined as RC&D Councils. The authorized person or persons calling a special meeting of the Board may fix any place within the seven (7) state area as the place for holding such meeting. The meeting may also be held via tele/video conference or other acceptable means.

SECTION 1.08. Notice

Notice of any special meeting of the Board shall be given at least ten (10) days in advance and sent by United States mail at their address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of a meeting. The business to be transacted at the meeting must be specified in the notice of such meeting.

SECTION 1.09. Quorum

A simple majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice. A simple majority of the members at the annual meeting or special meeting shall constitute a quorum for the transaction of business; but, if less than a majority of the members are present at said meeting, a majority of the members present may adjourn the meeting without further notice.

SECTION 1.10. Manner of Acting

The act of a majority of the Directors or members present at a meeting at which a quorum is present shall be the act of the Board or members, unless the act of a greater number is required by law or by these Bylaws. The Board may also act by written consent or approval of all the Directors of the corporation setting forth the action taken.

SECTION 1.11. Compensation

Directors shall not receive any compensation for their services as Directors, but may be reimbursed their cost of attending meetings and other expenses incurred in the furtherance of corporate business or determined by the Board of Directors.

ARTICLE II – OFFICERS

SECTION 2.01. Officers

The officers of the corporation shall be President, First Vice President, Second Vice President, Secretary and Treasurer (the offices of Secretary and Treasurer may be combined and held by one person), all of whom shall be Directors. The Board may choose to appoint persons to perform specific duties on behalf of the Board of Directors. Such other persons may be compensated for services performed on behalf of the corporation. Titles for such other persons will be named by the Board of Directors.

SECTION 2.02. Election and Term of Office

- (a) The officers of the corporation, specified in Section 2.01, shall be elected from the Directors of the Board by the Board at the annual meeting. Each officer shall hold office until the next annual election of Directors and until his successor shall have been duly elected and shall have qualified.
- (b) The term of office shall be two (2) years. The President and First Vice President shall be elected in the odd numbered years and the Second Vice President and Secretary/
Treasurer in the even numbered years. Election of officers shall take place at the annual meeting of the Directors and shall be by ballot cast by the board. A plurality of votes cast shall elect.

SECTION 2.03. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, will be filled at the next meeting.

ARTICLE III – DUTIES OF OFFICERS

SECTION 3.01. President

The President shall be the principal executive officer of the corporation and shall in general supervise and control all the business and affairs of the corporation. S/he shall preside at all meetings of the

Directors of the Board. S/he may sign, with attestation of the Secretary or any other proper officer of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board or these Bylaws or statute to some other officer or agent of the corporation and in general s/he shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Board from time to time.

SECTION 3.02. Vice Presidents

In the absence of the President or in the event of her/his inability or refusal to act, the First Vice President and then Second Vice President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to them by the President or the Board.

SECTION 3.03. Treasurer

The Treasurer shall give a bond for the faithful discharge of her/his duties in such sum and with such surety or sureties as the Board shall determine. S/he shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever; deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to her/him by the President or the Board.

SECTION 3.04. Secretary

The Secretary shall keep minutes of the meeting of the Directors of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keep a register of the post office address of each member, which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to her/him by the President or the Board.

Section 3.05 National Board Delegates

Delegates to the National Association of RC&D Councils Board will be the President and First Vice President. If one, or neither are able to attend the delegates will be filled by the Second Vice President, then the Secretary, then the Treasurer. If none of the officers are able to attend then the President will appoint one of the two remaining North Central directors.

The North Central Board of Directors may extend the representation of a member who is currently serving as an officer to the National Association of RC&D Councils, until their term as officer expires.

ARTICLE IV – PROCEDURES

SECTION 4.01. Order of Business

The order of business at any regular or special meeting of the Board shall be:

- (1) Proof of notification
- (2) Proof of quorum
- (3) Reading and approval of any unapproved minutes
- (4) Reports of officers and committees
- (5) Unfinished business
- (6) Business specified in written meeting notice
- (7) Adjournment

SECTION 4.02. Parliamentary Procedure.

On questions of parliamentary procedure not covered in these Bylaws, a ruling by the President shall prevail.

ARTICLE V – BUSINESS

SECTION 5.01. Contracts

The Board may authorize any officer, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation; and such authority may be general or confined to specific instance.

SECTION 5.02. Checks, Drafts, Etc.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President of the corporation.

SECTION 5.03. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

SECTION 5.04. Gifts

The Board may accept on behalf of the corporation, any contribution, gift, bequest, devise, or grant for the general purposes or for any special purpose of the corporation.

ARTICLE VI – DUES

SECTION 6.01. Dues

Dues may be established at the annual meeting each year. The dues shall be payable to the North Central RC&D Association, Inc. A yearly budget will establish each year by the Secretary/Treasurer and be presented for adoption.

ARTICLE VII – AMENDMENT OF BYLAWS

SECTION 7.01. Amendments

These Bylaws may be amended at any meeting of the Association by a majority of the Directors or members present, provided that the amendment has been submitted in writing to the directors at least 30 days prior to any meeting.

ARTICLE VIII – MEMBERSHIP

SECTION 8.01. Membership

Membership will be available to any council of an authorized or applicant RC&D Area who has paid the current dues. The chairman or appointed alternate to the North Central Board of Directors from the state, will be the voting representative.

ARTICLE IX – DISSOLUTION

SECTION 9.01 Dissolution

In the event of dissolution of the corporation, the Board of Directors shall, after making provisions for payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Iowa District Court, in the County in which the principal office of the corporation is then located, exclusively for purposes, or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 10.01. Tax Exempt Status

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 Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deduct-

ible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).

ARTICLE X – INDEMNIFICATION

SECTION 11.01. Liability

The corporation, to the extent legally permissible, shall indemnify each of its officers, former officers and may indemnify all employees and agents of the corporation against all liabilities and expense, including amounts paid in satisfaction of judgment, in compromise, or as fines and penalties, and counsel fees, reasonably incurred by any of the aforementioned in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal in which he/she may be involved in with which he/she may be threatened, while in office, except with respect to any matter as to which he/she shall have been adjudicated if any proceeding not to have acted in good faith, in the reasonable belief that his/her action was in the best interest of the corporation; provided, however, that as to any matter disposed of by a compromise payment by such officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification for said payment or for any other expense shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification if a majority of the officers then in office are disinterested, by two-thirds (2/3) of the disinterested officers then in office. The right of the indemnification hereby provided shall not be exclusive of or affect any other rights to which any officer, employee or agent may be entitled. As used in this paragraph, the terms “officer”, “employee” and “agent” include their respective heirs, executors, administrators and an “interested director” is one against whom in such capacity the proceedings in questions or another proceeding on the same or similar grounds is then pending.