

Colorado League of Resource Conservation and Development Council's

Constitution and By-Laws

Revised and approved May 9, 2008

ARTICLE I –Name

The name of this organization shall be “Colorado League of Resource Conservation and Development Councils,” herein called the “League” or “Colorado League.”

ARTICLE II –Mission

The mission of the Colorado League is to provide leadership in the development of RC&D Councils, actively participate in rural legislative initiatives and resource management partnership, enhance effectiveness of Councils by coordinating their efforts, and provide training and other assistance for Colorado’s RC&D Councils.

ARTICLE III –Members

Section 1 – Members – Members of the Colorado League shall be the elected or appointed representatives serving on the individual Colorado RC&D Council’s Board of Directors.

Section 2 – Voting Members – Each Council present at a regular or special meeting of the Colorado League shall have three (3) votes.

ARTICLE IV –Officers

Section 1 – Qualifications – The officers of the League shall be members of a recognized Council and shall be members of dues paying Councils whose dues are current.

Section 2 – Duties – Officers shall attend all scheduled Board meetings.

Section 3 – Number – The officers of the League shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors or appointed in accordance with Article IV, Section 4, herein. Officers must be members of the League’s Board of Directors, having been duly elected and meeting the requirements of Article IV, Section 2, herein. No two offices may be held by the same person.

Section 4 – Election and Term of Office – The officers of the League shall be elected to serve two-year (2-year) terms, coinciding with the biennial terms of the Board of Directors and commencing with their election. The election of officers shall be held at the Annual Meeting, following the election of the Board of Directors. Each officer shall hold office until his/her successor shall have been qualified and duly elected, or until his/her death, or until he/she shall resign or shall have been removed in the manner hereinafter provided.

Section 5 – Removal – Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interests of the League will be served thereby, but such removal shall be without prejudice to the contract rights, if any of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 6 – Vacancies – A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 7 – Chairman – The Chairman shall be the chief executive officer of the League and subject to the control of the Board of Directors and shall in general supervise and control all of the business and affairs of the League. He/She shall chair the Annual Meeting Committee. The Chairman shall, when present, preside at all meetings of the Board of Directors and membership. He/She may sign, with the Secretary or any other proper officer of the League, thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or

other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, to some other officer or agent of the League, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

Section 8 – Vice Chairman – The Vice Chairman shall chair the Planning Committee and submit the Long Range Plan and Annual Plan of Work. He/She shall, in the absence of the Chairman or in the event of his/her death, inability or refusal to act, perform all duties of the Chairman, and when acting, shall have all the powers of and be subject to all restrictions upon the Chairman.

Section 9 – Secretary – The Secretary shall chair the Nominating Committee for election of Officers for the Annual Meeting. He/She shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provision of these Bylaws or as required by law; (c) be custodian of the League Board records; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chairman or by the Board of Directors.

Section 10 – Treasurer – The Treasurer shall chair the Budget and Audit Committee as set forth by the financial policy. He/She shall: (a) have charge and custody of, and be responsible for, all funds and securities of the League; (b) receive and give receipts for moneys due and payable to the League from any source whatsoever, and deposit all such moneys in the name of the League in such bank, trust companies or other depositories as shall be selected by the Board; (c) provide a quarterly financial statement to the Board, and (d) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chairman or by the Board of Directors.

ARTICLE V – Colorado League Meetings

Section 1 – Regular Meetings – Regular meeting of the Colorado League shall be an annual meeting each year. Notice of meeting and agenda shall be communicated (with instructions to distribute to each Council member) to the Coordinator of each Council via e-mail, mail or phone at least forty-five (45) days prior to the meeting.

Section 2 – Special Meetings – Special meetings may be called by the Chairman or any six (6) Directors. The person or persons authorized to call special meetings of the Colorado League may pick any place within the State of Colorado as the place for holding such meeting. Written notice of any special meeting of the League shall be mailed or emailed to each Council Office at least fourteen (14) days prior to such meeting. General purpose of meeting shall be specified in said notice.

Section 3 – Annual Meeting – The purposes of the meeting shall include receiving annual reports from RC&D Councils, conducting necessary business, and, in odd numbered years, electing and installing the Board of Directors. The election cycle for the Board of Directors, having begun in 1973, shall remain as an item of business during odd numbered years. Education or Training may be included.

Section 4 – Quorum – Representation from fifty percent (50%) of Councils in good standing shall constitute a quorum for the transaction of business at any meeting of the League.

ARTICLE VI – Board of Directors

Section 1 – General Powers – The business and affairs of the League shall be managed by its Board of Directors.

Section 2 – Designation, Tenure and Qualifications – At the Annual Meeting on odd numbered years each Council may appoint one Director. In addition, the new Board may nominate and elect three (3) Directors without regard to Council, with the limitation that no more than two (2) Directors may come from any Council. Each Director shall hold office for a term of (2) years or until his/her successor shall have been elected and qualified.

Section 3 – Board Vacancies – Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors is present. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 4 – Regular Meetings – The Board shall schedule regular bi-monthly meetings which can be cancelled up to seven (7) days prior to the scheduled date. While physical meetings are permitted, ordinarily these meetings will be teleconferences. The Board of Directors may specify the time and place for the holding of regular meetings. Notice of such meetings may be communicated to the Coordinators of each Council for dissemination to the Council Members.

Section 5 – Special Meetings – While physical meetings are permitted, ordinarily these meetings will be teleconferences. Special meetings of the Board of Directors may be called by the Chairman or any five Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place for holding any special meeting of the Board of Directors called by them.

Section 6 – Notice – Written notice of any special meeting of Directors shall be given as follows: For a physical meeting, by mail, e-mail or phone to each Director at his/her address of record at least seven (7) days prior to the meeting; for a teleconference, by mail, e-mail or phone to each Director at his/her address of record at least three (3) days prior to the meeting. The general purpose of any regular or special meeting of the Board of Directors shall be specified in the notice.

Section 7 – Quorum – Board Members from no fewer than four (4) Councils shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 8 – Manner of Acting – Except as otherwise required by law or by Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9 – Participation by Electronic Means – Any member of the Board of Directors, or any committee designated by such Board, may participate in a physical meeting of the Board of Directors or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 10 – Resignation – Any Director of the Board may resign at any time by giving written notice to the Chairman or the Secretary of the League. The resignation of any Director shall take effect upon receipt of notice thereof or at such time as shall be specified in such notice; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. When one or more Directors shall resign from the Board, effective at a future date, the vacancy shall be filled as outlined in Article VI, Section 3.

Section 11 – Removal – Any Director of the League may be removed at any time, with due cause, at any regular or special meeting of the Colorado League, having been properly called with the quorum necessary to transact business.

Section 12 – Compensation – Directors shall not be paid any salary or other payment from the League for their service as a Director.

ARTICLE VII – Committees

Section 1 - Committees and their Chairs shall be:

Nominating	League Secretary
Budget	League Treasurer
Audit	League Treasurer
Annual meeting	League Chairman
Planning	Vice- Chairman with the assistance of the Chairman
Annual Plan of Work	Chairman

Section 2 – Ad hoc Committees - Ad hoc committees may be appointed by the Chairman, with the concurrence of the Board of Directors, as shall from time to time be necessary to carry on the work for the League.

ARTICLE VIII – Parliamentary Authority

Section 1- Rules – The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern the League in all cases in which they are applicable and in which they are not inconsistent with the bylaws and any special rules of order the League may adopt.

Section 2 – Parliamentarian – A parliamentarian may be appointed at each meeting by the presiding officer.

ARTICLE IX – Amendments

These Bylaws may be amended at any annual meeting of the Colorado League, by a vote of one half (1/2) of the Councils in good standing, provided the proposed amendment or amendments have been sent to the individual Council Coordinators, via mail or e-mail, at least forty-five (45) days prior to such meeting. The coordinators shall distribute the information to Council members in a timely fashion.

ARTICLE X – Dissolution

In the event of dissolution of the Colorado League, distribution of any assets, after payment of any indebtedness, shall be made equally among the member Councils in good standing at the time of dissolution.

FINANCIAL POLICY

Financing

Section 1 – Annual Budget – A budget shall be proposed by the Board of Directors and presented for approval at the Annual Meeting.

Section 2 – Dues – Each participating RC&D Council shall be assessed equally an amount determined by the members at the Annual Meeting preceding the fiscal year. Each RC&D Council will be notified via email of the assessed amount prior to the start of the Leagues fiscal year. Dues shall be considered due and payable on the first day of each fiscal year. Councils with dues not fully paid on February 1 shall incur a 50% late charge, be considered delinquent, and shall forfeit all rights and privileges of membership until such time as payment are made in full.

Section 3 – Fiscal Year – The fiscal year of the League shall coincide with the calendar year, beginning on January 1, and ending on December 31.

Section 4 – Annual Audit – An annual audit of the League shall be performed by an audit committee or qualified individual as designated by the Board of Directors.

Contracts, Loans, Checks, and Deposits

Section 1 – Contracts – The Board of Directors may authorize any officer, officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the League, and such authority may be general or confined to specific instances.

Section 2 – Loans – No loans shall be contracted on behalf of the League and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3 – Checks, Drafts, Etc. – All checks, drafts, or other order for the payment of money, notes or other evidences of indebtedness issued in the name of the League shall be signed by such officer, officers, agent or agents of the League and in such manner shall from time to time be determined by resolution of the Board of Directors.

Section 4 – Deposits – All funds of the League not otherwise employed shall be deposited to the credit of the League in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5 - Sound Business Principles – The League Board will exercise prudent care in the management of the League’s resources. The Board will recognize the importance of the services provided by LEAGUE and will make it a goal that these services not be interrupted.

Section 6 - Financial Reporting – The Treasurer, will be responsible for overseeing the creation of an accounting system that is in compliance with federal and state guidelines as well as the guidelines of major funders. This system will provide standard financial statements, such as the balance sheet and profit and loss statements, to the League for by-monthly review. The Treasurer will also prepare by-monthly percent of income and expense year-to-date budget data based on the League approved annual budget. The League Chairman and Treasurer will investigate significant budget deviations and report findings to the Board.

Section 7 - Operating Budget – The fiscal year of the League will be the calendar year. In October before each new fiscal year, League Budget Committee will prepare a balanced budget of reasonable estimated income and expenses reviewed by the League Treasurer. The League will approve the budget for the following year. Such approval will be recorded in the minutes of the League meeting. A financial report will be prepared by the Treasurer prior to each League meeting to be approved by the League. Such approval will be recorded in the minutes of the League meetings.

Section 8 - Sources of Revenue – The League Chairman is expected to maintain the necessary relationships between the League and major funders to ensure continued funding from those sources, as long as the guidelines of those funders are compatible to the mission of the organization and acceptable to the League. The Chairman is responsible for ensuring that all contracts and reporting obligations are fulfilled. The League and League Chairman will seek funding from various sources, including federal, state, counties, and municipal governments, foundations, corporations, and the community. In addition to contracts and grants the LEAGUE will develop alternate revenue sources (i.e. memberships, sponsorships, newsletter advertising, fees for service, and equipment rental or lease).

Section 9 - In-kind Contributions – The League may accept in-kind contributions of goods or services consistent with the mission of the organization. Goods given as donations may be sold by the LEAGUE to generate funds for the organization.

Section 10 - Check Authority – One signature is required for all checks. The signatures of the League Chair, Vice Chair, Secretary, or Treasurer are authorized signatures. Checks will be written by the Treasurer and require and invoice. A ledger will be maintained.

Section 11 – Debit Cards and Expenditure Authority - Debit Cards will be issued to the Chairman, Vice-Chairman and Treasurer when debit card agreements are signed. All expenditures will be supported by receipts or invoices and submitted to the Treasurer within 30 days; if receipts are not received by 60 days, debit cards will be cancelled and expenses shall be reimbursed by the individual.

Section 12 - Petty Cash – Petty cash may be maintained by the League under the authority of the Treasurer.

Section 13 - Reimbursement for Expenses – Board members representing the League on official business will be reimbursed for expenses at the rate approved by the League which shall be the same as the US Department of Agriculture rate. Board members will be reimbursed for mileage at the rate approved by the Federal Government. Board members and staff purchasing items for the League will be reimbursed for the amount of purchase provided receipts are received as described in Section 11. Reimbursements will be issued monthly.

Section 14 - Bank Accounts – League funds are to be deposited in federally insured accounts. The Board Treasurer with the consent of the Board will recommend the placement of this account. The Treasurer will reconcile bank statements monthly. The Chairman and Treasurer will review for discrepancies and will initial and date the review. Federal Government funds may not be deposited in interest bearing accounts.

Section 15 - Review of Payments and Funds Received – The Treasurer will oversee payments to vendors and present the year-to-date reports to be reviewed both by the Treasurer and the League.

Section 16 - Compliance – The League Audit Committee will monitor compliance with this policy. Following adoption by the League, this policy will be reviewed on a regular basis to ensure that it is consistent with sound financial practices and Colorado Law.

Standing Rules

Good Standing Defined

A Council is considered to be “in good standing” when it has punctually paid its annual dues and all assessments. Councils delinquent in paying their dues will lose all privileges of attending League functions and voting.

Communication

Since most League communication with its members will flow through the Council offices, it is very important that the Councils ensure that their Coordinator and staff fully cooperate in punctually and completely forwarding to its members all materials originating with the League.

Location of Records

Financial records shall reside with the Treasurer’s Council until the Board decides to locate them to another Council. Non-financial (Annual meeting minutes and other documents) records of the League shall reside with the Secretary’s Council until the Board decides to change location.

Administrative Assistance

To the maximum extent possible, the League shall utilize Council support staff for the preparation, promotion, coordination, evaluation, and other support services for League events and activities.

Leadership

For the purposes of developing the effectiveness of the League and providing for continuity of leadership, the League shall request a six (6) year commitment from its officers. Terms of office are two (2) years. Without removing the discretionary authority of the Councils to appoint Board members or the Board to elect its officers, it is the expectation that the Board will elect officers who are both willing and capable of extensive service.

The Vice-Chairman shall be the League's ambassador and shall attend regional and national RC&D meeting. That person shall then become the League Chairman and primarily focus on meeting within Colorado. This provision does not prohibit the Chairman from traveling on behalf of the League outside of the state; nor does it prohibit the Vice-Chairman from intrastate representation. After the Chairman has been replaced by the Vice-Chairman, it is the intention that the ex-Chairman shall remain on the Board for at least an additional term.