

## BY-LAWS

### OF

## HOOSIER HEARTLAND RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL, INC.

### ARTICLE I – NAME

**1.01** The **name of this corporation** is “Hoosier Heartland Resource Conservation and Development Council, Inc.”, hereinafter referred to as “the Council”.

### ARTICLE II – PURPOSE

**2.01** The **permanent objectives** and purposes for which the corporation is established are exclusively educational, recreational, and charitable. The objectives are

- 1) To provide local leadership required for developing and carrying out plans for the orderly conservation and improvement, development and wise use of natural resources and thereby improving the economic opportunities of the people within Hoosier Heartland.
- 2) To disseminate information to create a general awareness by all people of the urgency and need for orderly development and conservation of the resources of the area.
- 3) To secure the required technical and financial, educational and other services required for resource conservation and development.
- 4) To provide guidance and leadership to various local groups and agencies in carrying out resource conservation and development.
- 5) To provide for the development in carrying out resource conservation and develop plans for the area, in an effort to improve the economic, cultural, social, and environmental conditions of the area.
- 6) To cooperate and assist in carrying out local and regional development plans for other organizations and agencies.

**2.02** The **geographical area of interest** of the Council shall be all of the Counties of Boone, Brown, Hamilton, Hancock, Hendricks, Johnson, Marion, Monroe, Morgan and Shelby in the State of Indiana, hereinafter collectively referred to as “the Counties.”

### ARTICLE III - PRINCIPAL OFFICE

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

### ARTICLE IV – MEMBERSHIP

**4.01 Membership in the Council.** Membership shall be of one class: Members shall be:

- the governing boards or councils of government of the Counties (Boards of County Commissioners and Indianapolis Marion County Unified Council);
- the boards of supervisors of the Soil and Water Conservation Districts within the Counties;
- the Cooperative Extension Boards within the Counties;
- Membership may also be extended to include up to a total of ten (10) other like-minded local units of government, organizations, individuals, or groups within the Hoosier Heartland RC&D area determined to be interested in the purposes of the Council by a majority vote of members of the Council. Members may be voted upon at any regular meeting.

Notification of such impending vote shall be given in writing to the Members (organizations), Representatives and Alternates at least 30 days prior to said meeting.

**4.02 Voting Rights.** Each Member shall be entitled to one (1) vote on all actions requiring actions by members. The vote for each Member shall be made by a Representative appointed by the Member, except that, if the Representative is not present, the vote for the Member may be made by an Alternate appointed by the Member.

**4.03 Council Duties.**

- A. To develop 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 provide guidance and leadership to various committees, groups, and agencies in carrying out the RC&D plan.
- E. To assist the Board of Directors in identifying sources of financial, technical, or educational assistance, or other services required to implement the RC&D Plan.
- F. To revise and add to the RC&D Plan as new conditions arise.
- G. To elect a Board of Directors annually.
- H. To annually review and approve the Council's objectives, goals, and strategies.
- I. To bring Member Organization's goals and ideas to the attention of the Council and its Board of Directors as issues arise; and to regularly report back to Member Organization the activities of the Council.
- J. To solicit and approve new Members that represent local units of government, organizations, individuals, or groups.
- K. To approve the organization's annual operating budget.

**4.04 Membership Certificates.** Upon request, each Member Representative and Alternate shall receive a membership certificate signed by the President or Vice-President and the Secretary. The membership certificate shall show the effective date and shall not be transferable.

**4.05 Qualifications for Representatives and Alternates.**

- A. Each Member who represents Soil and Water Conservation Districts, County Government, or Extension Service Boards shall appoint one Representative and one Alternate to the Council. Designating an Alternate ensures representation of the sponsoring organization's interest in Council business in the absence of a Representative.
- B. Representatives (and their Alternates) of like-minded public entities, organizations, or individuals shall be nominated to the Council and voted upon.
- C. Representatives (and their Alternates) serve on the Council until a successor is named. Any vacancy caused by death, resignation or other wise shall be filled by appointment by the Member that appointed the Representative or Alternate whose vacancy is to be filled. Should the vacancy be a Representative a like-minded public agency, organization, or individual, nominations will be solicited and presented for vote at the next meeting of the Council.

**4.06 Membership List.** A complete and accurate list of the names and addresses of the Members Representative and Alternates shall be maintained at the principal office of the Council by the Secretary. It shall be subject to inspection by any Member or a representative of any Member for any proper purpose at any reasonable time.

## ARTICLE V – MEETINGS OF MEMBERS

**5.01 Place of Meetings.** All meetings of Members shall be held at the principal office of the Council or at such other location as designated by the Executive Committee.

**5.02 Annual Meeting.** The Annual Meeting of Members shall be held on the fourth Monday of February in each year, or within 30 days thereafter as may be designated by the Executive Committee, for the purpose of electing a Board of Directors and for the transaction of such other business as may come before the meeting (see 4.03 above).

**5.03 Meetings.** A least one regular meeting will be held in addition to the annual meeting each year. The schedule of regular meetings of Members will be established annually. Special meetings may be called at any time by the President, by a majority of the Directors or by written petition signed by at least one Member or its Representative from each of at least fifty percent (50%) of the counties.

**5.04 Notice of Meetings.** A written notice stating the place, day, hour and purpose of each meeting shall be mailed by the Secretary, or other person calling the meeting, to each Member, Representative and Alternate at the address which appears on the records of the Council, at least ten (10) days before the date of such meeting. Meeting notices may be waived by Members in writing and filed with the Secretary or by attendance of a Representative or Alternate and recorded in the minutes.

**5.05 Quorum.** The presence of at least 10 Representatives (or their respective Alternate who is entitled to vote) from at least fifty (50%) of the Counties, represented in person or by proxy, shall constitute a quorum, except as may otherwise be required by law.

**5.06 Voting.** The act of a majority of persons entitled to vote, either present in person or by proxy, at a meeting at which a quorum is present, shall be an act of the membership and the Council.

- A. A person entitled to vote may vote by proxy if executed in writing and filed with the Secretary prior to the meeting.
- B. Alternate Representatives are invited to attend any meeting, however only one vote may be cast by either the Representative or their Alternate.

## ARTICLE VI – BOARD OF DIRECTORS

**6.01 Duties.** The affairs of this Council shall be managed by a Board of Directors, which includes setting policy and other affairs except those powers of the Members or Council that cannot be delegated).

**6.02 Qualifications.** The members of the Board of Directors shall be made up of the Representatives appointed to the Council by the Members. Alternate Representatives may not serve on the Board of Directors. The Council will ensure the make up of the Board of Directors is as diverse and reflective of the Members as possible.

**6.03 Number.** The number of Directors which shall constitute the Board of Directors shall number 11.

**6.04 Election and Term of Office.** Each Director shall be elected at the Annual Meeting of Members and shall serve for a term of three years. Elections will be staggered to ensure consistency. Two consecutive terms may be served; after which at least one year must be taken off. The election of the Directors shall be by written ballot.

**6.05 Vacancies.** Any vacancy caused by death, resignation or otherwise shall be filled by an election of the Council. The newly appointed Director shall complete the remaining term of the Director whose vacancy is filled.

**6.06 Meetings.**

- A. **Annual Meeting** – Unless otherwise agreed upon by the Board of Directors, the annual meeting of the Board of Directors shall be held at the place of and immediately following the annual Meeting of Members for the purpose of organization, the election of officers and the transaction of such other business as properly may come before the meeting. No notice of such meeting need be given.
- B. **Regular Meetings** – Regular meetings shall be held bi-monthly, or at such time and place as established by resolution of the Board of Directors. No notice of such meetings need be given.
- 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 or by electronic communications, telephone, or 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 waived of notice. Business to be transacted at a special meeting shall be restricted to the subject matter stated in the notice.

**6.07 Quorum.** The presence of at least 6 Directors, represented in person, shall constitute a quorum.

**6.08 Voting.** The act of a majority of Directors entitled to vote and present at a meeting, at which a quorum is present, shall be an act of the Board of Directors.

**6.09 Employees.** 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 invest in them.

## **ARTICLE VII - OFFICERS**

**7.01 Officers.** The offices of the Council shall consist of a President, Vice-President, Secretary, Treasurer, and such other offices and assistant officers as the Board of Directors shall designate.

**7.02 Qualifications.** The officers of the Council shall be elected by the Board of Directors and shall be from among the Representatives elected to the Board of Directors. Alternates may not be elected as officers. 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.

**7.03 Election and Term of Office.** Each officer that comprises the Executive Committee shall be elected at the annual meeting of the Board of Directors and shall hold office for a term of one year, or until a successor is duly elected and qualified, or until death, resignation, removal or a successor Representative is appointed by the Member. After serving one 1-year term, an officer may be elected to one additional 1-year term to the same office. After serving a second consecutive 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.

**7.04 Vacancies.** 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 that next annual meeting of the Board of Directors and until a successor shall be elected and qualified.

**7.05 Removal.** Any officer of the Council may be removed, for any reason, by the affirmative vote of two-thirds (2/3) of the number of Directors elected and qualified at any regular meeting of the Board of Directors or at any special meeting called for such purpose.

**7.06 Duties.**

- 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 By-Laws and by the Board of Directors, the President shall:
- Preside at all meetings of the Council Members;
  - Preside at all meetings of the Board of Directors;
  - Call and preside at all meetings of the Executive Committee;
  - Call special meetings of the Members and of the Board of Directors as he/she deems necessary;
  - Carry out all orders and resolutions of the Board of Directors;
  - Submit reports on the activities of the Council at the annual meeting of the Members;
  - Sign all papers and instruments of the Council unless otherwise ordered by the Board of Directors; and
  - 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, delegate to him/her. The Vice-President shall temporarily assume the duties of the President in the absence or inability of the President to act.
- C. **Secretary:** The Secretary shall perform all the duties incident to the office of Secretary. In addition to all duties prescribed by law, by the Articles of Incorporation, by these By-Laws and by the Board of Directors, the Secretary shall:
- Keep a true and complete record of the proceedings of all meetings of the Members, the Board of Directors, and the Executive Committee;
  - Attend to the giving and serving of all notices of the Council required to be given;
  - Have custody of the books (except books of account) and records of the Council;
  - Maintain a complete and accurate list of the names and addresses of the membership of the Council, including Member Representatives and Alternates;
  - Attest and affix the corporate seal to all documents and instruments.
- D. **Treasurer:** The Treasurer shall perform all the duties incident to the Office of Treasurer. In addition to all duties prescribed by law, by the Articles of Incorporation, by these By-Laws and by the Board of Directors, the Treasurer shall:
- Keep correct and complete records of account of the Council;
  - Have charge and custody of all funds, notes, securities and other property of the Council;
  - Deposit all funds of the Council with such depositories as the Board of Directors shall designate;
  - Furnish at meetings of, and whenever requested by, the Board of Directors a statement of the financial condition of the Council.
- 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 duties and for the safe custody of the funds and property of the Council coming into his possession.
- E. **Other Offices and Assistant Officers:** The Board of Directors may, from time to time, designate and prescribe the duties and powers of such additional offices and assistant officers as it deems advisable. These additional officers and assistant officers shall be elected by the Board of Directors.

## ARTICLE VIII – EXECUTIVE COMMITTEE

**8.01 Duties.** The Executive Committee shall have and exercise all of the 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.

**8.02 Qualifications.** The Executive Committee shall be composed of the President, Vice-President, Secretary, and Treasurer and those officers designated in accordance with Article VI, Sections 7.01 and 7.02 above, that have been duly elected by the Board of Directors.

**8.03 Quorum.** The presence of 3 or more members of the Executive Committee in person shall be a quorum.

**8.04 Voting.** An act of the majority of the members present and voting at a meeting where a quorum is present shall be the act of the Executive Committee.

**8.05 Meetings.** The Executive Committee shall meet quarterly or as set by Board of Directors, unless a special meeting is called by the President or other officer.

## ARTICLE IX – FISCAL MATTERS

**9.01 Budget.** The Board of Directors shall prepare and submit to the Council for approval an annual budget showing the projected expenses and income of the Council for the year.

**9.02 Dues and Contributions.** The Board of Directors shall review the operating budget annually to determine the need for instating Member dues and will make a recommendation to the Council.

**9.03 Fundraising.** The Council is authorized to conduct money-raising activities and to apply for grants. The Board of Directors 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 Hoosier Heartland RC&D Council, Inc.

**9.04 Accounts.** The authority to establish accounts with financial institutions, to withdraw therefrom or issue checks thereon and the signatures required to do so shall be established by the Board of Directors.

**9.05 Fiscal year.** The fiscal year shall be January 1 through December 31.

## ARTICLE X - MISCELLANEOUS

**10.01 Parliamentary Authority.** The current revision of the Roberts Rules of Order shall be used as a guide to the conduct of all meetings of the Council unless they are clearly inapplicable or are not consistent with these By-Laws.

Generally, the order of business of all meetings of the Council shall be:

1. Roll Call
2. Reading of the minutes of preceding meeting and action thereon
3. Report of Officers
4. Report of Committees
5. Unfinished business
6. Miscellaneous business
7. New business

**10.02 Corporate Seal.** The seal of this Council shall be circular in form with the name of the Council around its outer periphery, the work “INCORPORATED” around the top of an inner circle, the work “INDIANA” around the bottom of an inner circle, and the word “1981” through the center.

**10.03 Execution of Contracts and Other Documents.** All contracts and other documents requiring execution by the Council shall be signed by the President or Vice-President or any other person authorized by resolutions of the Board of Directors and must be attested by the Secretary or an Assistant Secretary.

**10.04 Compensation.** No officer or member of the Board of Directors of the Council shall receive compensation for the performance of duties arising from such a position, provided, however, that officers and members of the Council may be reimbursed for reasonable out-of-pocket expenses incurred by them in the performance of such duties.

**10.05 Non liability.** A director, officer, employee, member, or other volunteer of the Council is not liable for the Council’s debts or obligations and a director, officer, employee, member, or other volunteers not personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person’s duties, except for a breach of the duty of loyalty to the Council, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit. If this limitation of liability is too broad, then the above provisions shall be enforced to the fullest extent as provided by law. If Indiana law is hereafter changed to permit future elimination or limitation of the liability of directors, officers, employees, members, or other volunteers for monetary damages to the Council, then the liability of such director, officer, employee, member, or other volunteer of this Council shall be eliminated or limited to the full extent then permitted. The directors, officers, employees, members or other volunteers of the Council have agreed to serve in their respective capacities in reliance upon the provisions of the Articles of Incorporation.

**10.06 Indemnification.** This Council shall indemnify directors, officers, employees, members, or other volunteers of this Council, and each director, officer, employee, member, or other volunteer of this Council who is serving or who has served at the request of this Council, as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan to the fullest extent possible against expenses, including attorneys’ fees, judgments, penalties, fines, settlements, and reasonable expenses, actually incurred by such director, officer, employee, member, or other volunteer relating to such person’s conduct as a director, officer, employee, member, or other volunteer of this Council or as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, except that that mandatory indemnification required by this sentence shall not apply (a) to breach of such director’s, officer’s, employee’s, member’s, or other volunteer’s duty or loyalty to the Council; (b) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; (c) for a transaction from which such director, officer, employee, member, or other volunteer derived an improper personal benefit or against judgment, penalties, fines, and settlements arising from any proceeding by or in the right of the Council’s, or against expenses in any such case where such director, officer, employee, member, or other volunteer shall be adjudged liable to the Council.

**10.07. Prohibited Transactions.** No part of the net earnings of this Council shall inure to the benefit of any individual. No loans shall be made by the Council to its directors or officers. This Council shall not engage in any prohibited transactions, as defined in the Internal Revenue Code of the United States, or any amendment thereto. This Council shall not: (a) lend any part of its income or corpus, without the receipt of adequate security and a reasonable interest, to; (b) pay any compensation, in excess of a reasonable allowance for salaries, or other compensation for personal services actually rendered, to; (c) make any part of its services available on a preferential basis, to; (d) make any substantial purchase of securities or any other property, for less than an adequate consideration in money or money’s worth, to; or (e) engage in any other

transaction which results in a substantial diversion of its income or corpus, to; any person who has made a substantial contribution to this Council.

**10.08 Informal Action by Members or Directors.** Any action required or permitted by law or the Articles of Incorporation or these Bylaws to be taken at a meeting of the Board of Directors, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the directors and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent unless the consent specifies a prior or subsequent effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. (IC 23-17-15-2).

## **ARTICLE XI - DISSOLUTION**

**11.01 Actions at Dissolution .** Upon the dissolution of the corporation, 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 XII – AMENDMENTS**

**12.01 Amendments of By-Laws.** These By-Laws may be amended or repealed and new By-Laws may be adopted by the affirmative vote of at least a majority of the number of Council Representatives elected and qualified.

**12.02 Effective Date.** The By-Laws were reviewed and revised on February 23, 2009 and are hereby adopted, by resolution of the Council on that date.

Revision Date(s): December 3, 2001

Original By-Laws: October 1, 1986

