

**LITTLE KANAWHA RESOURCE CONSERVATION AND
DEVELOPMENT COUNCIL**

BY-LAWS

Amended September 17, 2009

“Leading our communities in partnership development to make things happen”



**Serving Calhoun, Jackson, Pleasants, Ritchie, Roane, Tyler, Wetzel, Wirt and Wood
Counties.**

**Little Kanawha RC&D
1014 Volcano Road
Waverly, WV 26184
(304) 679-3639
Fax (304) 679-3049
www.lkrcd.com
info@lkrcd.com**

**LITTLE KANAWHA RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL
BY-LAWS
Amended September 17, 2009**

Table of Contents

| | | |
|-----------|------|---|
| Section | 1. | Little Kanawha RC&D Council |
| | 1.01 | Name |
| | 1.02 | Purposes and Objectives |
| Section | 2. | Purposes, Objectives and Functions |
| | 2.01 | Purpose of Council |
| | 2.02 | The Area Plan |
| | 2.03 | Council Functions |
| Section3. | | Membership |
| | 3.01 | Membership in General |
| | 3.02 | Number of Members |
| | 3.03 | Local Government |
| | 3.04 | Conservation Districts |
| | 3.05 | Member at Large |
| | 3.06 | Associate Members |
| | 3.07 | Mid-Ohio Valley Development Commission Representative |
| | 3.08 | Term of Appointments |
| | 3.09 | Member Resignations |
| | 3.10 | Removal of a Member |
| | 3.11 | Vacancies |
| Section | 4. | Executive Council |
| | 4.01 | Executive Council |
| | 4.02 | Membership in the Executive Council |
| | 4.03 | Meeting of the Executive Council |
| | 4.04 | Officers |
| | 4.05 | Duties of Officers |
| | 4.06 | Additional Powers of Officers |
| | 4.07 | Appointment and Term of Office for Officers |
| | 4.08 | Election of Officers |
| | 4.09 | Resignation of an Officer |
| | 4.10 | Removal of an Officer |
| | 4.11 | Pay |

| | | |
|---------|-------|-------------------------------------|
| Section | 5. | Committees |
| | 5.01 | Committees in General |
| | 5.02 | Standing Committees |
| | 5.03 | Committee Membership |
| | 5.04 | Alternate and Ex-Officio Membership |
| | 5.05 | Creation of New Committee |
| | 5.06 | Creation of Subcommittees |
| | 5.07 | Committee Chairman |
| | 5.08 | Committee Advisor |
| | 5.09 | Committee Meetings |
| | 5.10 | Committee Action without a Meeting |
| Section | 6 | Annual Meeting |
| | 6.01 | Regular Meetings |
| | 6.02 | Special Meetings |
| | 6.03 | Place of Meetings |
| | 6.04 | Electronic Meeting |
| | 6.05 | Notice of Meeting |
| | 6.06 | Quorum |
| Section | 7 | Council Staff |
| | 7.01 | Hiring |
| | 7.02 | Policy |
| Section | 8 | Council Finances |
| | 8.01 | Receipt of Funds |
| | 8.02 | Accounting |
| Section | 9 | Indemnification and Insurance |
| | 9.01 | Indemnification |
| | 9.02 | Insurance |
| Section | 10 | Amending of the By-Laws |
| | 10.01 | Amendments in General |
| | 10.02 | Vote of the Council |
| | 10.03 | Amendment by Motion |

**LITTLE KANAWHA RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL
BY-LAWS
Amended September 17, 2009**

Section 1: Little Kanawha Resource Conservation and Development Council

1.01- Name

The name of the organization shall be the Little Kanawha Resource Conservation and Development Council (here-in-after referred to as the Council).

1.02- Purposes and Objectives

The region for which the Council is created includes all of Calhoun, Jackson, Roane, Pleasants, Ritchie, Wood, Wirt, Tyler and Wetzel Counties, including the incorporated areas therein.

Section 2: Purposes, Objectives and Functions

2.01- Purpose of the Council

The Council is organized to lead and direct local efforts toward improving the economic and social conditions of the Council area through development, conservation and proper use of area natural resources.

2.02- The Area Plan

In keeping with the above stated purpose, every five (5) years, the Council shall prepare, revise, amend, extend, delete or add to the Area Plan. This comprehensive Area plan shall be based on studies of physical, social, economic and governmental conditions and trends, and shall aim to coordinate the development of the Council Area in order to promote the health, general welfare, convenience and prosperity of its people.

2.03- Council Functions

Following adoption of the Area Plan, the Council shall act to implement the various components of the plan by exercising the following listed functions:

(a) The Council may encourage, assist and advise local government agencies, officials or bodies and private organizations concerned with or responsible for planning and development of any part of the Council Area Plan. The Council may also make suggestions to coordinate the development and planning of activities for the counties, municipalities, special districts and other governmental and private organizations within the Council area.

(b) The Council may provide assistance or advice to any individual or organization engaged in the implementation of any component project within the Council Area Plan to insure maximum coordination of such projects with the overall plan and participate in other activities and programs within the Council Area.

(c) The Executive Council of the Council may enter into contracts and/or agreements with private non-profit organizations or other local units within the Council Area to act on their behalf in applying for, administering and coordinating grants and contracts for programs authorized by state and federal laws for physical, economic and human resources planning and development.

(d) The Council may publish reports, including the results of such studies, inquiries, surveys and/or analysis as may be of general or special interest.

(e) To perform such studies, the Council may enter into contracts with federal and state agencies to act in the performance of such studies, inquiries, surveys and/or analysis for the preparation of the Area Plan.

(f) The Council may request that the Area Plan, or components thereof, be considered for official adoption in whole or in part by any local government, government district or special-purpose authority within the Council area.

(g) When requested to do so, the Council may review local governmental applications for capital project financial assistance from state and federal governmental agencies and comment upon their consistency with the Council Area Plan and review and comment upon state plans for highways and public works within the Council area to promote and expedite their implementation.

(h) To aid in the implementation of the Area Plan, the Council may administer and coordinate grants and contracts available for programs authorized by state and federal laws.

(i) The Council may make suggestions and recommendations to their local, state and federal legislative officials and bodies concerning any changes of law that may be required to implement to Council Area Plan.

(j) The Council may participate with other governmental agencies, educational institutions, and private organizations to accomplish Council research activities.

(k) The Council may accept and use gifts, contributions, funds, grants or other articles of value from individuals, groups, companies, corporations, foundations and the government in discharging its functions.

Section 3: Membership

3.01- Membership in General

The members of this Council at any time shall be those individuals who are then serving as members of the Council shall have the rights and privileges conferred under the law of the State

of West Virginia, except that no person shall have any right or privilege as a member if that person ceases to be or is not otherwise a member of the Council.

3.02- Number of Members

The Council shall consist of 27 members, elected and associated as described in this section.

3.03- Local Government

Each county shall have a representative of the County Commission. A County Commissioner may serve on the Council or an individual appointed by the County Commission.

3.04- Conservation Districts

Each county shall have a representative of the Conservation District. A Conservation District Supervisor may serve on the Council or an individual appointed by the Conservation District.

3.05- Member at Large

The County Commission representative and the Conservation District representative from each county within the Council area shall jointly recommend to the council for approval one (1) “member at large” to serve on the Council.

3.06- Associate Members

The Council may appoint one or more persons as Associate members of the Council, which Associate member or members shall be entitled to notice, to be present in person, to present matters for consideration and to take part in consideration of any business by the Council at any meeting of the Council, but which associate member or members shall not be counted for purposes of a quorum nor for purposes of voting or otherwise in any way for purposes of authorizing any act or transaction of business by the Council.

3.07- Mid-Ohio Valley Regional Development Commission (MOVRDC) Representative

The Executive Director of the MOVRDC or a representative appointed by the Executive Director of the MOVRDC shall serve as an ex-officio member of the Council.

3.08- Term of Appointments

Members of the Council shall serve, without pay, for a term of three (3) years. The terms shall start when these bylaws are adopted and be staggered as follows:

- (a) Initial appointments to the Board of Commissioners shall be for (1) year
- (b) Initial appointments to the Boards of Supervisors shall be for a period of two (2) years.
- (c) Initial appointments to the Member-at-Large shall be for a period of three (3) years.

Members may serve more than one or multiple, three (3) year terms.

3.09- Member Resignations

(a) Any Member of the Council may resign at any time by giving written notice to the Chairman or Secretary.

(b) A resignation shall take effect at the time specified therein, and unless otherwise specified therein, shall become effective upon delivery. The acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

3.10- Removal of a Member

Any member of the Council may be removed, with cause, at any time by the affirmative vote of the members of the Council then in office.

3.11- Vacancies

(a) Any vacancy in the number of Council members by reason of this section may be filled at the same meeting in the manner prescribed in Section 3.03, 3.04, 3.05.

(b) The remaining Council members, though less than a majority of the authorized number of Council members may, by a vote of a majority of their number, fill any vacancy in the membership for the unexpired term.

Section 4: Executive Council

4.01- Executive Council

(a) The powers of the Council shall be exercised, its business and affairs conducted, and its property managed under the direction of the Executive Council, except as otherwise provided by the laws of the State of West Virginia, by the Articles of Incorporation, or by these By-Laws.

(b) The officers elected by the Council shall serve as the Executive Council.

4.02- Membership in the Executive Council

(a) The Executive Council shall consist of not less than three (3) nor more than (5) members.

(b) Without amendment to these bylaws, the number of Executive Council members may be fixed or changed by resolution of the Executive Council.

(c) No reduction in the numbers of members to the Executive Council shall have the effect of removing any Executive Council member prior to the expiration of the member's term in office.

4.03- Meetings of the Executive Council

- (a) The Executive Council shall hold meetings on an as needed basis at the discretion of the Council members.
- (b) Executive Council meetings shall be open to all interested members of the Council, but only executive council members shall have the right to vote.
- (c) The Executive Council may schedule a special meeting by vote at any regular meeting or at any properly scheduled special meeting.

4.04- Officers

The officers of the Executive Council shall be a Chairman, a Vice-Chairman, a Secretary-Treasurer and such other officers or assistant officers as may be necessary.

4.05- Duties of Officers

- (a) The Chair of the Council shall preside at all Council meetings and perform such other duties, as the Council shall from time to time direct. The Chair shall be the chief executive officer of the Corporation.
- (b) The Vice-Chair shall assist the Chair, serve in the Chair's absence, and perform such other duties as the Council shall from time to time direct.
- (c) The Treasurer shall be the fiscal officer of the Council and shall be bonded for an amount to be determined by the Executive Council.
- (d) The Secretary shall keep a full record of the proceedings of the Council and perform such other duties as the Executive Council shall from time to time direct.

4.06- Additional Powers of Officers

- (a) Each the Chair, the Vice-Chair, the Secretary and Treasurer, shall have the authority jointly or severally to sign, execute and deliver in the name of the Corporation any deed, mortgage, bond, instrument, agreement or other document evidencing any transaction authorized by the Council, except where the signing or execution thereof shall have been expressly delegated to another officer or person on the Corporation's behalf.
- (b) In the absence of any officer or assistant officer or for any other reason that the Council may deem sufficient, the Council may delegate the authorities and duties of any officer, or any assistant officer to any other officer, assistant officer or to any member.
- (c) In addition to the foregoing, each officer or assistant officer shall perform all duties as may from time to time be delegated to each of them by these bylaws or by the Council or any committee of members as provided herein.

4.07- Appointment and Term of Office for Officers

(a) The officers of the Council shall be appointed from time to time by the members as the Council shall determine, and new offices may be created and filled at any meeting of the Council.

(b) The terms of office of each member of the Executive Council shall be until the adjournment of the next succeeding annual meeting of the Council, or an action in lieu thereof or until a successor is elected to the Executive Council.

4.08- Election of Officers

(a) Council officers shall be elected at the last meeting of the calendar year. The term of the Council officers will commence at the first meeting of the calendar year following election.

4.09- Resignation of an Officer

(a) Any officer or assistant officer may resign at any time by giving written notice to the Council or to the Chair or Secretary or Treasurer.

(b) A resignation shall take effect at the time specified therein, and unless otherwise specified therein, shall become effective upon delivery. The acceptance of such resignation shall not be necessary to make it effective unless so specified in the resignation.

4.10- Removal of an Officer

(a) Any officer or assistant officer may be removed by the Executive Council, with cause, at any time by the affirmative vote of the majority of the Council.

(b) Any vacancy by reason of this section may be filled at the same meeting of the Council.

4.11- Pay

Elected Council officers shall serve without pay. Elected Council members or those associate members may however be reimbursed for expenses based on prior approval by Council or Executive Council as set forth in the Councils fiscal policies.

Section 5: Committees

5.01- Committees in General

(a) The designation of such committees and the delegation thereto of such authority shall not operate to relieve the Council, or any individual member of any responsibility imposed by law.

(b) Each committee shall serve at the pleasure of the Council, shall act only in the intervals between meetings of the Council, and shall be subject to the control and direction of the Council.

(c) Each committee shall establish its own rules and procedures for conducting business.

(d) Any act or authorization of an act or transaction of business by any such committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Council.

5.02- Standing Committees

The following committees shall be formed from the membership of the Council:

- Audit Committee
- Grants Committee
- Area Plan Committee
- Revolving Loan Fund Committee

5.03- Committee Membership

(a) Each committee shall consist of not less than three (3) members, which committees to the extent provided in said resolution, shall have and exercise the authority of the Council in the management of the Corporation.

(b) Council members may appoint three (3) or more residents from each county in the council area to serve on each standing committee.

5.04- Alternate and Ex-Officio Membership

(a) The Council may appoint one or more members as alternate members of any committee, which alternate member or members may take the place of any absent member or members at any meeting of such committee.

(b) The Council may appoint one or more persons (including persons who are not members of the Council) as ex-officio members of any committee, which ex-officio member or members shall be entitled to be present in person, to present matters for consideration and to take part in consideration of any business by the committee at any meeting of the committee, but which ex officio member or members shall not be counted for purposes of a quorum nor for purposes of voting or otherwise in any way for purposes of authorizing any act or transaction of business by such committee.

5.05- Creation of New Committees

Other standing committees may be appointed as needed by the chairperson with the advice of the executive council.

5.06- Creation of Subcommittees

The chairman of the Council may establish subcommittees as they are deemed useful and needed.

5.07- Committee Chairman

Each standing committee shall have a chairperson appointed by the council chairperson with the advice of the committee membership.

5.08- Committee Advisor

(a) The Chairman may appoint an advisor for each standing committee from the membership of the Council.

(b) Committee advisors may assist the Committee in its initial organization and may serve as a liaison between the Committees and the Council.

5.09- Committee Meetings

(a) Standing committees shall meet as often as necessary as determined by each representative committee chairman.

(b) Unless otherwise provided in these bylaws or unless otherwise ordered by the Council, any such committee shall act by a majority of its members (excluding ex officio members) at a meeting at such place or through electronic communication as permitted under the laws of the State of Ohio or by a writing or writings signed by all of its members (excluding ex officio members).

5.10- Committee Action without a Meeting

(a) Any action that may be authorized or taken at a meeting of the Council may be taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by all members of the Council present.

(b) Any such writing shall be filed with or entered upon the records of the Council.

Section 6: Council Meetings

6.01- Annual Meeting

An annual meeting of the Board of Trustees for the election of Trustees, for the consideration of reports and for such other business as may be brought before the meeting shall be held at such time date as may be specified by the Executive Council.

6.02- Regular Meetings

(a) Regular meetings of the Council may be held at such periodic intervals between annual meetings and at such time as the Executive Council may specify.

(b) The Council shall hold a regularly scheduled quarterly meeting.

6.03- Special Meetings

- (a) The Council may schedule a special meeting by a vote at the annual meeting or at any properly scheduled special meeting.
- (b) The Chairman may schedule a special meeting by providing each member of the Council with prior notice in writing of the date, time, place and purpose of such special meetings.

6.04- Place of Meetings

- (a) Meetings of the Council may be held at any place within or outside the State of West Virginia.
- (b) If no designation is made, the place of meeting shall be the principal office of the Council in the State of West Virginia.

6.05- Electronic Meeting

Notwithstanding anything to the contrary, any meeting of the Council may be held through any electronic communication pursuant to which each Council member is able to hear each other Council member participating or in any other manner permitted under the laws of the State of Ohio and such participation shall constitute attendance at such meeting.

6.06- Notice of Meeting

- (a) Written notice of the time and place of each meeting of the Council shall be given each Council member either by personal delivery or by mail, telegram, e-mail or cable at least two (2) days before each meeting.
- (b) Any Council member may waive notice of the time and place of any meeting of the Council, either before or after holding of the meeting.

6.07- Quorum

- (a) A majority of the authorized number of the Council shall constitute a quorum for transaction of business at any meeting of the Council, except that a majority of the Council members then in office constitutes a quorum for removing any Council member or filling a vacancy in the number of Council members.
- (b) In the absence of a quorum at any meeting of the Council, a majority of those present may adjourn the meeting from time to time until a quorum shall be present and notice of any adjourned meeting need not be given.
- (c) The act of a majority of the Council members present at a meeting at which a quorum is present shall authorize any action by the Council, unless a greater number is required by the Bylaws.

(d) Where written notice of a meeting has been given, a quorum shall consist of a minimum of eight members present at a meeting. Decisions of the Council shall be based on a simple majority vote of those members present at a meeting.

Section 7: Council Staff

7.01 – Hiring

The Council has authority to hire personnel to assist the Council in carrying out duties that assist the Council with fulfilling the organization’s mission and actions outlined in the Council’s Area Plan.

7.02 – Policy

The Council shall create a personnel policy and have it approved prior to hiring any personnel.

The Council shall develop additional policies as needed for programs and services provided by the Council.

Section 8: Council Finances

8.01- Receipt of Funds

The Council may receive and expend funds, grants and services from the government, its agencies, departments or instrumentalities or from other civic sources, individuals or groups. The Council may contract with respect to these funds and provide such information and reports as may be necessary to secure such financial aid.

8.02- Accounting

(a) All expenditures or disbursements from the Council treasury must be approved by the Council or the Executive Council. Approval of the Council’s Area Plan and Annual Plans of Work for specific projects will allow for project expenditures.

(b) The Secretary-Treasurer shall make a financial report at each regular meeting of the Executive Council and at the annual Council meeting.

(c) The Council shall provide for an annual audit to confirm the authorized disbursement and receipt of funds and shall provide for any other audits required by law.

Section 9: Indemnification and Insurance

9.01- Indemnification

(a) To the fullest extent not prohibited by applicable law, the Corporation shall indemnify each person who, by reason of being or having been a member of the Executive Council or officer of the Corporation, named or otherwise, becomes or is threatened to be made a party to any such proceeding, and the Corporation by the Council may indemnify any other person as deemed proper by the Executive Council, against any and all costs and expenses (including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon such person in connection with any action, suit, investigation or proceeding (or claim or other matter therein), whether civil, criminal, administrative or otherwise in nature, with respect to which such person is named or otherwise threatened to be made a party by reason of being or at any time having been a member of the Executive Council, officer, employee or other agent of or in a similar capacity with the Corporation, or by reason of being or at any time having been, at the direction or request of the Corporation, a director, trustee, officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan.

(b) Each request or case of or on behalf of any person who is or may be entitled to indemnification for reason other than by being or having been a member of the Executive Council or officer of the Corporation shall be reviewed by the Executive Council, and indemnification of such person shall be authorized by the Executive Council only if it is determined by the Executive Council that indemnification is proper in the specific case, and, notwithstanding anything to the contrary in these bylaws, no person shall be indemnified to the extent, if any, it is determined by the Executive Council or by written opinion of legal counsel designated by the Executive Council for such purpose that indemnification is contrary to applicable law.

9.02- Insurance

The Corporation may, as the Executive Council may direct, purchase and maintain such insurance on behalf of any person who is or at any time has been a member of the Executive Board, officer, employee or other agent of or in a similar capacity with the Corporation, or who is or at any time has been, at the direction or request of the Corporation, a director, trustee, officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan, against any liability asserted against and incurred by such person.

Section 10: Amending the By-Laws

10.01- Amendments in General

These by-laws may be amended only in accordance with one of the following procedures listed in this Section.

10.02- Vote of the Council

These bylaws may be amended from time to time by the Executive Council by an affirmative vote of the majority of the Council.

10.03- Amendment by Motion

A motion for amendment of the by-laws may be made and seconded at any regular or called meeting of the Council. After discussion, a majority of those present will be necessary to continue the proposed amendment to the next regular meeting. The Secretary-Treasurer shall thereafter, but not less than ten (10) days prior to the next regular or called meeting, forward each member of the Council a copy of such proposed amendment together with a notice that it will be the subject of action at the next regular or called meeting. Such amendment, when presented and considered, shall be deemed adopted upon receiving the affirmative vote of a majority of the membership present.

Signature of Little Kanawha RC&D Chair

Date: