

**CONSTITUTION AND BY-LAWS**  
THE SHENANDOAH RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL  
70 Dick Huff Lane, P.O. Box 60  
Verona, VA 24482

**Revised and Accepted: 7/9/07**

**Mission statement:**

The Shenandoah RC&D's mission is to sponsor and promote projects and programs that improve the quality of life and sustainable use of natural resources, primarily in the Shenandoah River Watershed, by providing volunteer leadership, technical resources, and financial assistance. The RC&D area includes the counties of Augusta, Clarke, Frederick, Page, Rockingham, Shenandoah, and Warren and the cities of Harrisonburg, Staunton, Waynesboro, and Winchester.

**ARTICLE I--Name**

The name of the organization shall be The Shenandoah Resource Conservation and Development Council. The organization is an independent, non-profit, non-partisan, incorporated, locally represented group.

**ARTICLE II--Location**

The address in the State of Virginia where the principal office is located is: 70 Dick Huff Lane, P.O. Box 60, Verona, VA 24482

**ARTICLE III--Purpose/Objectives**

The main objectives of the Shenandoah RC&D are:

- [1] Promote managed growth and development, with an emphasis on protection of farm and forest lands and open space.
- [2] Promote a sustainable agricultural sector.
- [3] Promote the conservation of natural resources, with an emphasis on improvement and protection of water and air quality.
- [4] Promote community development and diverse rural economies.
- [5] Strengthen Shenandoah RC&D Council operations.

**ARTICLE IV--Sponsors**

Headwaters SWCD  
Lord Fairfax SWCD  
Shenandoah Valley SWCD  
Pure Water Forum  
Valley Conservation Council  
Farm Bureau  
North Shenandoah Valley Regional Commission  
Central Shenandoah Planning District Commission

## **ARTICLE V--Associate Sponsors**

Augusta County  
Clarke County  
Frederick County  
Page County  
Rockingham County  
Shenandoah County  
Warren County  
Town of Luray  
City of Harrisonburg  
City of Staunton  
City of Waynesboro  
City of Winchester  
Potomac Conservancy  
Potomac Watershed Partnership  
Virginia Poultry Federation  
Virginia Dairyman's Association  
Virginia Department of Forestry

New sponsors and associate sponsors that support the goals and objectives of the Shenandoah RC&D Council may be added as appropriate and upon approval of the Council. Associate sponsors may include federal, state, and local governments, and non-governmental organizations.

## **ARTICLE VI--Organization and Membership**

### Section 1-- Committees

Executive Committee  
Community Development Committee  
Forestry Committee  
Managed Growth and Land Protection Committee  
Natural Resources Committee  
Sustainable Agriculture Committee

- a) The Council can add/modify committees as appropriate to remain consistent with Council goals and objectives. Subcommittees may be established by committee chairs to work on specific aspects of the committee's objectives and plans of work as appropriate.

Section 2--Officers and Council Seats

The principal officers of the Shenandoah RC&D Council are the Chair, Vice-Chair, Secretary/Treasurer, and Past Chair. The Chair and Vice Chair are elected for two year terms of office. The Past Chair will serve for two years. The secretary/treasurer is appointed for a one-year term by the Executive Committee and may be reappointed for additional terms as appropriate.

The Executive Committee includes the Chair, Vice-Chair, Secretary/Treasurer, Past Chair, and at least one additional Council member, appointed by the Executive Committee. Representation on the Executive Committee shall include at least one member from each SWCD. Council sponsors will appoint RC&D Council members for one year terms. RC&D Council officers should rotate in sequence from Vice Chair to Chair to Past Chair to provide continuity on the Council.

Duties:

a.) Chair:

- Shall preside over all Council and Executive Committee meetings
- Shall call special meetings
- Shall appoint all standing and special committees as needed
- Shall represent the Council

b.) Vice-Chair:

- Shall preside over meetings and carry out the other duties of the Chair in the absence of the Chair

c.) Secretary-Treasurer:

- Shall ensure records of all meetings are maintained
- Shall ensure notices of all meetings are distributed
- Shall propose an annual operating budget in consultation with the Executive Committee
- Shall keep an operation expense account
- Shall co-sign checks and vouchers for all bills. Shall provide the Council with an annual financial report and independent audit or financial review.

Decision-making by the Shenandoah RC&D Council shall be by majority vote of the 13 eligible voting members, as follows:

2 directors per SWCD	= 6
1 Valley Conservation Council	= 1
1 Farm Bureau	= 1
1 Pure Water Forum	= 1
1 per Planning District	= 2
2 At Large Members	= 2

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Total = 13\*

\*The Chair, Vice-Chair, and Secretary/Treasurer shall be voting members. If an officer is an alternate Board Member or Associate Member, s/he will be allowed to vote, possibly changing the voting membership of the Council during his/her term of office.

### Section 3--Voting/Quorum

Majority of voting Council members or six members constitutes a quorum for business decisions. Members that are not present may be polled.

### Section 4-- Membership

There are four categories of membership on the Council: Sponsor-Designated Members; Associate Sponsor-Designated Members; At-Large Members; and Affiliate Members. Sponsor-Designated Members are appointed at the discretion of the sponsor. New sponsors or associate sponsors may be added by a majority vote of the Council. Two At-Large members shall be recommended by the Executive Committee and confirmed by a majority vote of the Council. The At-Large members will be appointed to ensure the Council reflects the population diversity of the Area and is consistent with its commitment to non-discrimination. Membership may continue for three consecutive years with one renewal providing an additional three consecutive year term if approved by the sponsor and/or a majority vote of Council.

Affiliate Members serve on Shenandoah RC&D Council committees and may offer technical advice on other Council matters. They have voting rights on their assigned committees and are welcome to attend Council meetings and activities. They are appointed by the respective committee chairs.

## **ARTICLE VII--Meetings**

The Council will meet bimonthly or as directed by the chair. Additional meetings may be called by the chair or a majority of Council members as needed. The Executive Committee shall meet as called by the chair. Committees shall meet quarterly or as called by the committee chair.

## **ARTICLE VIII--Finances**

The fiscal year is July 1-June 30 to correspond with the fiscal years of SWCDs, Counties, and State Budgets. The SWCDs will provide necessary annual dues for the first three years of operation; in subsequent years each sponsor will share equally in providing dues for operational expenses of the Council. The amount of the dues will be recommended by the Executive Committee and approved by a majority vote of the Council members. Other financial support may be acquired at the discretion of the Council. A bookkeeping service will be hired to account for financial resources and prepare an annual budget report.

## **ARTICLE IX--Liability**

No member of this organization shall be held liable or responsible for contracts, or default of this organization in any sum greater than the unpaid dues, if any, owed by the member's sponsoring organization.

**ARTICLE X--Dissolution**

Once established, the organization may only be dissolved by a majority (at least 51%) vote of the Council members and approval by the sponsor organizations. Any organization has the right to withdraw from the RC&D Council pending 90 days written notification. In the event of dissolution, after paying all liabilities, all remaining assets shall be distributed equally among the sponsors.

**ARTICLE XI--Non-discrimination clause**

The Shenandoah RC&D Council's program shall be conducted in compliance with the nondiscrimination provisions as contained in Title VI and VII of the Civil Rights Act of 1964 as amended, the Civil Rights Restoration Act of 1987 (Pub. Law 100-259) and other nondiscrimination statutes: namely, Section 504, of the Rehabilitation Act of 1973, Title IX of the Education Amendments of 1972, the Age Discrimination Act of 1975 and in accordance with regulations of the Secretary of Agriculture (7CFR-15, Subparts A&B) which provide that no person in the United States shall, on the grounds of race, color, national origin, age, sex, religion, marital status, or handicap/disability be excluded from participation in, or be denied the benefits of, or be otherwise subject to discrimination under any program or activity receiving federal financial (or technical) assistance from the Department of Agriculture of any agency thereof.

**AMENDMENTS**

A majority vote (at least 51%) shall be necessary to amend by-laws.

Accepted: \_\_\_\_\_

Joan M. Comanor, Chairwoman

Date: \_\_\_\_\_

Shenandoah RC&D Constitution and Bylaws:  
Original: 9/18/02  
Revised/Accepted: 3/14/05; 7/11/05; 7/9/07