

**BYLAWS OF THE
IDAHO RESOURCE CONSERVATION AND DEVELOPMENT ASSOCIATION
(IRCDA), INC.**

ARTICLE I

NAME

The name shall be the Idaho Resource Conservation and Development Association (IRCDA).

ARTICLE II

OBJECTIVES

To represent all member RC&D Areas of Idaho and to support the Western RC&D Association, other regional Associations, and The National Association of RC&D Councils. To expand and develop the RC&D Program at all levels. It is the intent that this Association will represent all member Idaho RC&D Areas.

ARTICLE III

MEMBERSHIP

Section 1. The regular members of the Idaho Resource Conservation and Development Association shall be RC&D Areas that lie wholly or partially in the State of Idaho.

Section 2. Any RC&D Area may become a member by requesting such membership from the Association and with payment of the required dues.

Section 3. Each participating RC&D Area shall name an official representative and designated alternate to the Association to represent its Area at any and all Association meetings. Each RC&D Area shall have one vote, provided that RC&D Area's dues have been paid. Members of the Association's Executive Committee also shall have one vote.

Section 4. Associate members may join with payment of required dues, as are determined by the Board of Directors, and have non-voting status.

ARTICLE IV

OFFICERS

Section 1. Officers of the Association shall be President, Vice President, Secretary, and Treasurer. These elected officers shall be the Executive Committee of the Association and shall conduct necessary business between regular meetings. An Association Coordinator will assist the Association with administrative duties, excluding financial recordkeeping and handling of funds. That person will be the Natural Resources Conservation Service Assistant State Conservationist (with RC&D Program Responsibility) and will have no voting power within the Association.

Section 2.

- A. The President, Vice-President, Secretary, and Treasurer shall be elected every other year at the annual meeting. None of the officers will be from the same RC&D Area. Newly elected officers shall assume responsibilities of their respective office at the close of the annual business meeting. Any RC&D Council member shall be eligible to hold office in this Association if the RC&D Council's dues are paid in full for the previous year.
- B. The President and Secretary shall be elected on even years.
- C. The Vice-President and Treasurer shall be elected on odd years.

Section 3. The President shall preside over all meetings and shall be an ex-officio member of all committees, except the Nominating Committee. The President shall appoint such committees as are deemed necessary. The Vice-President, Secretary, and Treasurer shall perform the normal duties of their offices.

Section 4. The Nominating Committee shall be chosen by the Executive Committee. The committee shall consist of a chairperson and two members who will meet prior to the annual meeting. Additional nominations will be accepted from the floor at the annual meeting.

Section 5. Should a vacancy occur, the office shall be filled without undo delay by the vote of the Executive Committee to complete the unexpired term. The person selected to fill the Executive Committee vacancy will be from the RC&D Area as the person who vacated the position and will be recommended by the RC&D Area.

ARTICLE V

MEETINGS

Section 1. The Association will hold an annual business meeting each spring. The meeting date will be set by the Executive Committee. Notice of the meeting and agenda shall be mailed to member RC&D Areas thirty (30) days prior to the meeting.

Section 2. Special meetings may be called by the President or shall be called when required in writing by the Executive Committee or two members of the Board of Directors.

Section 3. A quorum necessary for the transaction of business shall be a simple majority of the Association's membership present at a stated business meeting.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the Executive Committee, immediate past President and one designated representative selected by the RC&D Council in each Area.

Section 2. The Board of Directors shall meet at least twice a year, or on call by the President, to prepare for the annual meeting and conduct other business.

Section 3. A quorum necessary for the transaction of business shall be a simple majority of the members of the Board of Directors.

Section 4. Actions of the Board of Directors shall be mailed by the President to all member RC&D Areas.

ARTICLE VII

ADVISORY COMMITTEE

Section 1. An Advisory Committee may consist of the RC&D Coordinator from each of the RC&D Areas belonging to the Association. The Board of Directors may also ask representatives from Federal and State agencies, plus other organizations, to be members of the Advisory Committee.

Section 2. The Advisory Committee will counsel, advise, and coordinate the activity of the Board of Directors and will have no voting power.

Section 3. The Advisory Committee is expected to attend the meetings of the Association.

ARTICLE VIII

COMMITTEES

Section 1. Committees shall be appointed by the President with the concurrence of the Board of Directors as may be necessary from time to time to carry on the work of the Association.

Section 2. The Idaho RC&D Association will act cooperatively with the RC&D Committee of the Idaho Association of Soil Conservation Districts (IASCD), the Association of Idaho Cities, the Idaho Association of Counties, special purpose districts and cooperating agencies.

ARTICLE IX

FINANCING

Section 1. A yearly budget shall be prepared by the Executive Committee and approved by the Board of Directors at the Annual Business Meeting. Each participating RC&D Area will be assessed annual dues. Dues notices will be mailed out by the Treasurer.

Section 2. The Fiscal Year shall be from January 1 through December 31.

ARTICLE X

RULES

Section 1. Roberts Rules of Order, revised, shall govern the Association in all cases in which the rules are applicable and are not inconsistent with the Bylaws.

ARTICLE XI

AMENDMENTS

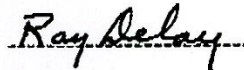
Section 1. These Bylaws may be amended by an affirmative vote of at least two-thirds of the members present at any business meeting of the Association. Proposed amendments will be submitted in writing in time to be mailed with the business meeting notices.

These Bylaws set forth were approved at the organizational meeting of the Idaho Resource Conservation and Development Association and the action is so recorded in the official minutes of such meeting.

The undersigned President and Treasurer of the Idaho Resource Conservation and Development Association, Inc. hereby certify that the above Bylaws are duly adopted by the Association on March 15, 1992. Further, these Bylaws are amended on the 24th day of March, 1995. And they constitute the Bylaws of the Idaho Resource Conservation and Development Association, Inc.

A handwritten signature in cursive script, appearing to read "Simpson", written over a horizontal dashed line.

President

A handwritten signature in cursive script, appearing to read "Ray DeLay", written over a horizontal dashed line.

Treasurer