

**CONSTITUTION AND BYLAWS
OF
GOLDEN HILLS RESOURCE CONSERVATION AND DEVELOPMENT**

PREAMBLE

The purpose of Golden Hills Resource Conservation and Development (RC&D) is to provide the local leadership and framework required for developing and carrying out a comprehensive plan of action for the conservation and development of the natural and human resources in southwest Iowa.

ARTICLE I NAME, COMPOSITION AND PURPOSE

Section I The name of the organization shall be:
Golden Hills Resource Conservation and Development (RC&D)

Section II The Golden Hills RC&D area is composed of Cass, Fremont, Harrison, Mills, Montgomery, Page, Pottawattamie, Monona, Crawford, Carroll, Audubon, and Shelby counties, State of Iowa.

Section III The organization is an independent, non-partisan, non-profit corporation.

ARTICLE II GOALS AND POWERS

Section I The overall goals of Golden Hills RC&D are to:
A. Develop enterprises in our area that collaboratively promote and sustainably utilize local resources.
B. Support locally led, rural community development initiatives that support growth and quality of life.
C. Work in partnership with local governments and organizations on projects that benefit the environment, land, and water within the region.
D. Lead projects that fill gaps in community services to benefit people of rural western Iowa.

Section II Golden Hills RC&D will operate as a non-profit corporation pursuant to Chapter 504A, Code of Iowa 1981 under the guidance of its constitution and bylaws.

ARTICLE III ELECTION, TERMS OF OFFICE, OFFICERS AND DUTIES

Section I **Election and Terms of Office**
A. The RC&D Board of Directors will appoint one member to represent each county of Cass, Fremont, Harrison, Mills, Montgomery, Page, Shelby, including one representative from east Pottawattamie, one representative from west Pottawattamie, and two at large members residing from within the regional service area.

- B. The Board shall consist of up to fifteen voting members. Membership shall be comprised of publicly elected officials and citizens. Terms of office for all members shall be three years, except for elected officials, or their appointees, not to exceed a total of eight years. No Board member shall serve more than two consecutive terms.
- C. Resignations shall be submitted in writing to the Chair of the Board at least 30 days prior to the date of intended departure.
- D. A Board member shall be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.
- E. A vacancy on the Board shall be filled in the same manner as the original appointment for the balance of the unexpired term. Any person appointed to fill such vacancy shall hold office for the remainder of the unexpired term. After having served the unexpired term, the appointee may hold that office for two (2) three-year terms.

Section II

Officers

- A. The officers of the RC&D Board of Directors may be Chair, Vice-Chair, Secretary, and Treasurer to be elected by the Board of Directors from its members for terms of one year. Incumbents may succeed themselves. Election of officers shall be held in January of each year and new officers will begin their term in February.

ARTICLE IV

MEETINGS, QUORUM, VOTING

Section I

Meetings

- A. The Board of Directors shall meet at least four times per year or as called by the Chair. The Chair may call special meetings as needed, to include telephonic or web-based meetings. Meetings may be cancelled by the Chair if (s)he determines with the Executive Director that there is a lack of business to conduct that month. Meeting time and place will be determined by the Board of Directors.

Section II

Quorum – The following will apply:

- A. RC&D Board of Directors – At all meetings of the Board, a majority of the members shall constitute a quorum for the transaction of business. Each Board member shall have one vote.
- B. If a quorum shall not be present in person, by telephone or by proxy at any meeting of the Board, the members present in person, by telephone or by proxy at the meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present in person, by telephone or by proxy.

Section III **Voting** – All regular questions and business will be decided by a simple majority vote of members present.

ARTICLE V OPERATING FUNDS

Section I Funds will be received and deposited into an account in the name of the organization at a financial institution approved by the Board of Directors.

Section II Expenditure of funds will be authorized by the RC&D Board of Directors and disbursement will be made by check upon signature of the Treasurer of the Board. The Board may appoint an Assistant to the Treasurer with authority to sign checks. Detailed assignments and authorizations decided by the Board of Directors. All checks written over \$5,000 shall require two signatures for approval.

Section III The organization's financial affairs shall be audited or put under financial review by a qualified firm secured or chosen by the Board of Directors, as mandated by State and Federal funds received.

ARTICLE VI DUTIES OF BOARDS

Section I Duties of the RC&D Board of Directors are:

- A. To establish the policies and strategic direction of Golden Hills RC&D in adherence of its stated mission.
- B. To ensure necessary resources for the successful functioning of the organization.
- C. To conduct oversight of the fiscal affairs of the organization and adherence to the legal requirements of the organization.
- D. To supervise and evaluate the performance of the Executive Director.
- E. To appoint succeeding board members and ensure compliance with effective governance and operations of the Board of Directors.

ARTICLE VII AMENDMENTS

Section I The RC&D Board of Directors shall be informed of an amendment to the Bylaws 10 days in advance of the scheduled meeting. Approval of the amendment shall be passed by a 2/3 vote of the Board.

ARTICLE VIII DISSOLUTION

In the event of dissolution of the corporation, the Board of Directors shall, after making provisions for payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purpose of the

corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Iowa District Court, in and for the County in which the principal office of the corporation is then located, exclusively for such purpose, or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX TAX EXEMPT STATUS

Notwithstanding any other provisions of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (C)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE X INDEMNIFICATION

This Corporation shall indemnify any present or former director, officer, employee, member, or volunteer of this corporation, and each such person who is serving or who has served, at the request of this Corporation, 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, fines, settlements, and reasonable expenses, actually incurred by such person relating to his conduct as a director, officer, employee, member or volunteer of this corporation, 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 the mandatory indemnification required by this sentence shall not apply (i) to a breach of the duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for a transaction from which such person derived an improper personal benefit.

Approved this 19 Day of December, 2022

Walter Utman, Chair
Board of Directors