

**CONSTITUTION AND BYLAWS**  
**For the**  
**BEARTOOTH RESOURCE CONSERVATION AND DEVELOPMENT AREA, INC.**

**1. NAME**

The name of the organization shall be the Beartooth Resource Conservation and Development Area, Inc. It may be designated Beartooth RC&D Area, Inc. and referred to in this document as RC&D.

**2. ORGANIZATION**

The Beartooth Resource Conservation and Development Area, Inc. is an independent, non-profit, non-partisan, incorporated group whose mission is to cultivate responsible regional economic development and resource conservation.

**3. PURPOSE**

The purpose and overall objectives of this organization are:

- A. To improve the economic and social condition for people of the area by developing and carrying out the regional comprehensive economic development strategy for the orderly conservation, sustained proper use, improvement and development of natural and human resources of the area.
- B. To carry out the regional economic strategy in an orderly fashion with local leadership.
- C. To help secure technical, financial, educational and other services required to develop and carry out the regional economic strategy
- D. To create an awareness by all people of the need and urgency for the rural economic development and conservation of the natural and human resources of the area.
- E. To work cooperatively with other organizations whose purpose and goals parallel those of this organization.
- F. To develop and revise as necessary the regional economic strategy in an effort to improve economic conditions while protecting our resource base.

#### **4. MEMBERSHIP**

The RC&D Board of Directors shall consist of the following:

##### **A. Sponsoring Organizations**

###### **Conservation Districts**

Big Horn County  
Carbon County  
Stillwater County  
Sweet Grass County  
Yellowstone County

###### **County Commissions**

Big Horn County  
Carbon County  
Stillwater County  
Sweet Grass County  
Yellowstone County

###### **Incorporated Towns and Cities**

Bearcreek	Fromberg
Big Timber	Hardin
Billings	Joliet
Bridger	Laurel
Broadview	Lodge Grass
Columbus	Red Lodge

###### **Tribal Governments**

Crow Nation

###### **Other Authorities**

Big Sky Economic Development Authority  
Two Rivers Authority

##### **B. Special Appointments**

The Board may make special appointments in order to improve representation from principal economic interests, including: business, industry, finance, transportation, utilities, the professions, labor, agriculture, education and affordable housing. Special appointments and selections may be made to obtain adequate representation by minority groups, the unemployed and underemployed, and low-income communities. Tenure of these appointments will be for one year and may be renewed.

**C. Ex-Officio**

Designated representatives of state and federal elected officials who assist in the coordination, technical assistance, cost-sharing, grants and loans necessary for the completion of RC&D measures can be included in the activities of the RC&D as non-voting members.

**D. Appointment Process**

Each sponsoring organization will appoint a person to the RC&D Board. Each sponsoring organization may designate an alternate or proxy to serve in the absence of its named member.

The appointed membership to the RC&D Board shall have full participation in all decisions and activities of the organization. When changes in the appointment of these members are made written notice will be sent to the RC&D office. Tenure of the member and alternate will be determined by the represented sponsor.

**5. OFFICERS**

**A. RC&D Board of Directors**

The officers shall consist of a Chair, Vice-chair and Treasurer. Election will take place during the first regular meeting of each year upon the recommendation of a nominating committee appointed by the Chair. The signature of an executive committee member will be required on all checks.

**B. Tenure**

Tenure of office for the Board Officers shall be one year. Officers may succeed themselves in the same office for a maximum of three terms.

**6. COMMITTEES**

**A. Executive Committee**

1. The Executive Committee shall consist of the RC&D Chair, Vice-Chair, Treasurer and up to two Board members confirmed by the Board at the first regular meeting of each year.
2. The Executive Committee shall have the authority for (a) employee firing, hiring or discipline, (b) employee compensation, benefits and annual performance review, (c) organizational expenditures with the discretion to defer decisions to the Board, (d) signature authority, and (e) project direction and approval for programs.

**B. Ad Hoc Committees**

Ad hoc committees will be appointed by the Chair to evaluate and advance the operations of the RC&D.

**7. MEETINGS**

**A. RC&D Board of Directors**

The RC&D Board will hold six (6) regular meetings annually on dates to be determined from time to time by the Board to formally adopt measures, establish goals and objectives, review accomplishments, set priorities, develop Regional Comprehensive Economic Development Strategy (CEDS), as necessary. The time and location will be at the discretion of the Board members. Notice of each meeting shall be issued to all Board members and alternates at least seven (7) days in advance of the meeting.

**B. Special Meetings**

Special meetings may be called as circumstances arise and may be called by the chairman or by a one-third vote of the Board. Notice of a special meeting shall be the same as announcements of regular meetings.

**C. Quorum**

All Board meetings shall require 40 percent of the appointed membership to constitute a quorum. Alternates may vote in the absence of the appointed member, and can be used in determining a quorum. In the event that a County is not represented by one or more of its sponsors, the business transacted shall be limited to topics that do not directly impact the absent County.

**D. Minutes**

Minutes of all Board meetings will be kept by the RC&D staff and sent to each of the Board members and alternates, chairman of each sponsoring organization and cooperating agencies and organizations.

**E. Supporting Persons (Public)**

Interested people in the RC&D Area may attend all meetings, participate in discussions and activities to assist in furthering the RC&D Board's goals and objectives. They may vote on decisions made by resource committees. They shall have no vote or hold elected office on the RC&D Board unless as an authorized representative of a sponsor or resource committee.

**F. Conduct of Meeting**

The Chair will preside at all meetings. The Vice-Chair will act for the chairman in his/her absence, and will succeed him/her upon death or resignation. In the absence of both officers, an appointment will be made by the members present.

**8. DUTIES**

The RC&D Board of Directors shall have the following duties:

- A. To conduct and direct the overall activities and operation of the organization.
- B. To assist the people, officials and agencies of their area to develop and submit RC&D project proposals and for disapproving or approving the same.
- C. To submit annual reports to their sponsors, including planning activities.
- D. To assist in carrying out the CEDS approved project proposals, and in obtaining technical, financial and educational assistance where appropriate.
- E. To Arrange for an annual review of the organization's financial affairs by a qualified and disinterested person.
- F. To obligate expenditures to the RC&D Area, when approved by the board, not to exceed the financial resources of the RC&D Board.
- G. To limit RC&D activities to those of Section 501 (c) (3) of the Internal Revenue Code and a substantial part of its activities will not be political in nature.
- H. To designate members to represent the RC&D at meetings, conferences, seminars, etc. as considered desirable to further the goals of the organization.

**9. OPERATING FUNDS**

- A. The RC&D staff shall develop the operating budget needed each year and present it for approval at the first regular RC&D Board meeting of each year.
- B. Each of the sponsoring organizations, namely conservation districts, county commissions, incorporated towns and cities, tribal governments and other authorities will be asked to contribute to the operating fund to the extent needed and their resources will permit.
- C. The RC&D Board shall be authorized and empowered to pay reasonable compensation for services rendered on authorized RC&D Board business, if local funds are available.

- D. Use of funds shall be authorized by the Executive Committee.
- E. The RC&D Board may seek and accept funds from federal, state, local, and/or private funding agencies or organizations for distribution to individuals, businesses, and organizations in the form of loans and grants to meet the established purposes, goals, and objectives of the RC&D Board, and subject to the guidelines and restrictions of the funding agencies and organizations.
- F. Gifts may be accepted by the RC&D Board and are tax deductible under the Board's non-profit 501 (c) (3) designation.
- G. No part of the finances of the RC&D Board shall ensure benefit of or be distributed to its members, officers, or other private persons, except for legitimate and reasonable expenses incurred on behalf of the RC&D Board.
- H. Upon dissolution of the RC&D Board, all funds and properties of the RC&D Board shall, upon liquidation of all liabilities, be divided among the RC&D sponsors in proportion to their contributions over the two previous years prior to dissolution.

#### **10. AMENDMENTS**

The Constitution and Bylaws may be amended by a majority of the appointed RC&D Board members at a regularly scheduled or special meeting, provided that a 10-day prior written notification is given stating the amendments to be made.

#### **11. PARLIAMENTARY AUTHORITY**

Roberts Rules of Order may be used, where applicable, at the discretion of the chairman for all meetings.

#### **12. SAVING CLAUSE**

Any portion of these Bylaws found to be contrary to law shall not invalidate other portions.

W. R. Jones

Name, Board Chair

January 19, 2017

Date, Approved by Board of Directors