

BLUE RIDGE RESOURCE
CONSERVATION AND
DEVELOPMENT COUNCIL, INC.

BYLAWS



March 21, 2023

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ARTICLE I: NAME, OFFICES, ORGANIZATION, AND STRUCTURE

Section 1. Name

The name of this organization shall be BLUE RIDGE RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL, INC. hereinafter referred to as the "Council."

Section 2. Offices

The Principal Office of the Council shall be located at 31 Cross Street Commerce Center, Suite 215, Mitchell County, Spruce Pine, North Carolina 28777, which shall also be the Registered Office of the Council. The mailing address of the Council is PO Box 782, Spruce Pine, NC 28777.

Section 3. Organization

The Council is an independent, nonprofit, nonpartisan, incorporated entity having as its primary concern the acceleration of the conservation, development, and proper use of the resources within the Blue Ridge Resource Conservation and Development Council. Inc. area which includes Alleghany, Ashe, Avery, Mitchell, Watauga, Wilkes and Yancey Counties in North Carolina, hereinafter referred to as the "Area."

Section 4. Structure

- a. The Council shall be governed by representatives from each of the counties in the area,
- b. An Executive Committee shall be responsible for the general direction and overall operation of the council,
- c. An Executive Director shall be appointed by the Council who will take primary responsibility for the strategic planning and program implementation of the Council according to the job description approved by the Council.
- d. Staff may be employed as programs require them and funds are available to compensate them. The Executive Director shall be responsible for recommending, managing, and evaluating staff.

ARTICLE II: Mission and Purpose

Section 1. Mission

Blue Ridge RC&D works with partners to conserve natural resources, foster environmental stewardship, and support sustainable community development in northwest North Carolina

Section 2. Purpose

- a. The purpose of the Council is, to plan and promote the orderly conservation,

development, and utilization of natural resources including, but not limited to, the following: Soil, Water, Air, Human, Forest, Recreation, Wildlife and Cultural; to enhance the environment of the area; to help improve the general level of economic development of the area; to improve the standard of living for residents of the area; and to create awareness and provide educational opportunities for area residents and visitors.

- b. The Council is organized exclusively for educational, benevolent, and public purposes within the meaning of Section 501-c-3 of the Internal Revenue Code of 1954.

Section 3. Dissolution of the Council

- a. Upon the dissolution of the Council, the Executive Committee shall, after paying or making provisions for the payment of all the liabilities of the Council, donate remaining assets or funds to a 501c3 nonprofit of similar goals and mission.
- b. If said nonprofit cannot be found remaining assets may be donated to another 501c3 nonprofit as determined by the Executive Committee.
- c. Any such assets not so disposed of shall be disposed of by Superior Court of the County in which the principal office of the Council is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

ARTICLE III: Executive Committee

Section 1. General Powers

The affairs of the Council shall be managed by the Executive Committee, in accordance with the provisions of applicable law, the Articles of Incorporation and these bylaws. The membership shall delegate most of its authority to the Executive Committee between meetings.

Section 2. Qualification, Number, and Duties

- a. The members of the Council shall consist of not more than three (3) representatives from each of the seven (7) member counties in the Area and one (1) from Region D Council of Governments.
- b. The Council shall serve as a clearing house for proposed projects for the area.
- c. Individuals shall be elected to membership as set forth in Sections three and four of this document.
- d. The number of voting members shall be no greater than twenty-two (22).
- e. Membership shall not be assignable or transferable except as provided in this Section.

Section 3. Terms of Membership

- a. All members shall serve for three-year terms and are eligible for re-election.

Section 4. Nomination and Election.

- a. Each member shall be a resident of the County which he or she represents on the Council.
- b. New members shall be nominated by the current members from that county.
- c. In the event of the death, resignation, retirement, or removal of a member during the member's elected term of office, the member's successor shall be elected to serve only until the expiration of the term.
- d. New members shall be elected by a majority vote of the members present at any meeting of the Council for which notice of the purpose to elect one or more members has been duly given.
- e. Each member shall hold office from the date when the election is effective (July 1 for members elected at the annual meeting of the Council) through June 30

Section 5. Resignation

A member may resign from membership in the Council at any time by giving notice of the resignation in writing addressed to the Chair or the Secretary, or by presenting a written resignation in person at any meeting of members.

Section 6. Removal

- a. Any member who misses more than two consecutive meetings unexcused may be removed from the Council by a majority vote of the members when a quorum is present, provided that the Chair shall have sent the member a letter advising the member of the proposed removal.
- b. The Chair or Executive Director may excuse a member from attendance for reasonable cause which shall include, but not limited to, illness or an unavoidable absence from the Area.

Section 7. Corporate Records

A member is entitled to inspect and copy the records of the Council to the maximum extent permitted by Chapter 55A of the General Statutes of North Carolina upon making a written request five days in advance of the date of inspection.

ARTICLE IV: MEETINGS OF THE COUNCIL

Section 1. Meetings and Notice

- a. The Council shall meet at least quarterly, at an agreed upon time and place.
- b. The annual meeting of the Council shall be held in June each year, for the purpose of electing officers of the Council and for the transaction of such other business as may be properly brought before the meeting.
- c. An official Council meeting requires that each Council member have written

- notice or electronic mail notice at least one week in advance.
- d. A special meeting of the members may be called at any time by the Chair, Executive Committee, or a request from at least one third of the membership. and shall be called by the Secretary upon the written request of five Council voting members.
 - e. Minutes shall be kept of all meetings and copies made available to members. Wider distribution of minutes may be made as deemed necessary by the Chair.
 - f. All meetings of the Council shall be open to the public, and any citizen may be placed on the agenda to speak, if scheduled prior to the meeting, but may not make, second or vote on any motion which goes before the Council.
 - g. Meetings may be conducted using available communications technologies as long as all members have the capability to participate and are provided customary notices. Participants in such meetings shall be deemed present in person.
 - h. Under the North Carolina Open Meetings Law, a public body may hold a closed session when it is dealing with one of nine subject-area exemptions found in N.C. Gen. Stat. § 143-318.11(a).

Section 2. Quorum

A majority of the members, represented in person or by proxy, or a majority of the seven counties represented shall constitute a quorum for the transaction of business at any meeting of the members.

Section 3. Voting

- a. Each member shall be entitled to one vote, which may be cast in person, by proxy, or by voting online when required.
- b. A proxy shall designate another member as the proxy holder and such designation shall be in writing signed by the member and filed with the Secretary prior to the commencement of the meeting.
- c. A proxy vote is valid for only the most recent meeting.
- d. The requirement that the proxy be in writing may be satisfied by a facsimile or other form of communication appearing to have been transmitted by the member.

Section 4. Manner of Acting

Except as otherwise provided by law or in the bylaws, the act of the majority of the members present, at a meeting at which a quorum is present, shall be the act of the Council.

ARTICLE V: COMMITTEES

Section 1. Executive Committee

- a. The Executive Committee shall be composed of the Chair, Vice-Chair, Secretary, and Treasurer and
- b. The Executive Committee shall have and may exercise the authority of the Council in the management of the business and affairs of the Council during

- intervals between meetings.
- c. Vacancies in the membership of the Executive Committee shall be filled in accordance with officer replacement.
 - d. The Executive Committee shall keep minutes of its proceedings and shall report those to the Council at the next meeting of the Council.
 - e. Minutes of meetings of the Executive Committee shall be prepared and kept with the records of the Council.

Section 2. Committee Membership and Structure

- a. The Council Chair shall appoint the Chair of all committees and has the authority to create additional committees as deemed necessary and approved by the Council (e.g., special events, fundraising, or specific projects).
- b. Vacancies in the membership of such committees shall be filled by appointment by the Chair with approval by the Council.
- c. Members of the Council may offer nominations for initial committee membership or vacancy.
- d. Council members may volunteer for membership on any Standing or specially created committees.

Section 3. Committee Authority

The following actions shall not be authorized by any committee of the Council including the Executive Committee:

- a. Authorize distributions to or for the benefit of the members, or Officers of the Council.
- b. Recommend to members or approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the Council's assets.
- c. Elect, appoint or remove members, or fill vacancies on the Council or on any of its committees.
- d. Adopt, amend, or repeal the Articles of Incorporation or bylaws.

Section 4. Nominating Committee

- a. Shall be appointed by the Council Chair and approved by the Council.
- b. Shall solicit, vet, and recommend a slate of nominees for officer vacancies at the annual meeting of the members.
- c. Nominations may also come from the floor after the Nominating Committee's slate of candidates has been presented.
- d. Nominations also may be submitted by local government bodies or other related organizations.
- e. Shall work with current members to add or replace Council members as necessary from counties in the area.

Section 5: Finance Committee

- a. The Finance Committee shall have a responsibility to advise the Council on appropriate budgeting and accounting practices as a nonprofit Council.
- b. The Committee shall propose an annual budget, monitor income and expenditures and conduct an audit when so directed by the Council.

- c. The Treasurer of the Council shall serve as Chair.
- d. The Finance Committee shall be composed of at least three currently serving Council members.

ARTICLE VI: OFFICERS

Section 1. Titles

- a. The officers of the Council shall be a Chair, Vice Chair, Secretary, and a Treasurer, who shall all be voting members of the Council.
- b. The members may also elect such other officers as the members shall deem necessary who shall all be voting members of the Council.
- c. The additional officers shall have the authority and perform the duties as prescribed by the Council.

Section 2. Election and Term

- a. The officers of the Council shall be elected by the Council following the Annual Meeting of the Council and before the end of the fiscal year.
- b. All officers shall serve for three-year terms and are eligible for re-election.

Section 3. Removal

Any officer or agent elected or appointed by the members may be removed by the members whenever in the judgement of the members the best interests of the Council will be served.

Section 4. Resignation

- a. An officer or agent may resign at any time by communicating such resignation to the Council in writing.
- b. A resignation becomes effective on the specified and agreed upon date after formal acceptance is signified by a majority vote of the Council.

Section 5. Vacancies

- a. Vacancies among the officers shall be filled by the Council with an individual to serve for the remainder of the term of that officer.

Section 6. Chair of the Council

- a. The Chair of the Council shall preside at meetings of the Council.
- b. The Chair shall sign, with other proper officer(s) as appropriate, documents which may be lawfully executed on behalf of the Council, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution shall be delegated by the Council to some other officer or agent.
- c. It shall be the duty of the Chair to enforce all rules and regulations relating to the administration of the Council.
- d. The Chair shall call regular and special meetings of the Council in

- accordance with the bylaws or when deemed necessary.
- e. The Chair shall announce a quorum present before the conduct of any business.
 - f. In general, the Chair shall perform all duties incident to the office of Chair and such other duties as may be assigned by the Council from time to time.

Section 7. Vice Chair

- a. The Vice Chair shall exercise the powers of the Chair during that officer's absence or inability to act.
- b. Any action taken by the Vice Chair in the performance of the duties of the Chair shall be presumptive evidence of the absence or inability to act of the Chair at the time the action was taken.
- c. The Vice Chair shall have such other powers and perform such other duties as may be assigned by the Council.
- d. In the absence of both Chair and Vice Chair, the Secretary shall assume the duties of Chair.

Section 8. Secretary

- a. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Council and shall give all notices required by law and these bylaws.
- b. The Secretary shall have general charge of the corporate books and records and of the corporate seal and shall affix the corporate seal to any lawfully executed instrument requiring it.
- c. The Secretary shall conduct correspondence relating to the Council and shall keep a register of the members of the Council and the members of any working Task Force or Committee.
- d. The Secretary shall sign such instruments as may require the signature of the Secretary and such other duties as may be assigned from time to time by the Chair or by the Council.

Section 9. Treasurer

- a. The Treasurer shall be responsible for all funds and securities belonging to the Council and shall receive, deposits, and disburse the same under the direction of the Council.
- b. the Council may appoint a custodian or depository for any such funds or securities.
- c. The Council may designate those persons upon whose signature or authority such funds may be disbursed or transferred.
- d. The Treasurer shall be prepared to report at each meeting of the Council the condition of the treasury.
- e. The Treasurer and others having responsibility for Council funds shall be bonded when deemed necessary by the Council.
- f. The Treasurer shall maintain a spreadsheet and balance statement for each project in which BRRC&D is involved.
- g. The Treasurer shall maintain a list of all approved projects and grant

applications.

- h. The Treasurer shall in general perform the duties incident to the office and such other duties as may be assigned from time to time by the Chair or the Council.

ARTICLE VII: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. General Policy

It shall be the policy of the Council to indemnify to the maximum extent permitted by Chapter 55A of the General Statutes of North Carolina all of the Council members, Directors, officers, employees, or agents and former Council members, Directors, officers, employees or agents of the Council, and persons who serve or have served at the request of the Council as Council members, Directors, officers, partners, trustees, employees or agents of another foreign or domestic Council, partnership, joint venture, trust or other enterprise, against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending, threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative proceeding and against reasonable costs and expenses (including attorneys' fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred' incident to the good faith performance of their duties.

Section 2. Use of Corporate Funds

- a. The Council may advance expenses in connection with any proceeding to any such person in accordance with applicable law.
- b. The use of funds of the Council for indemnification or for the purchase of maintenance of insurance for the benefit of the persons designated in Section 1 of this Article shall be deemed a proper expense of the Council.

ARTICLE VIII: CONFLICTS OF INTEREST

Section 1. General Policy

- a. A Director, Council member, Officer, or Employee shall inform the Council of any direct or indirect conflict of interest which the Director, Council member, Officer, or Employee has with regard to any transaction contemplated by the Council or the Council (a "Conflict of Interest").
- b. A Conflict of Interest shall exist in Council actions including, but not limited to, actions concerning a transaction
 - (I) in which the Director, Council member, Officer, or Employee has a material financial interest, or
 - (II) in which the Director, Council member, Officer, or Employee is presently serving as a director, trustee, officer or general partner of another party.
- c. Pursuant to the provisions of Section 55-8-31 of the General Statutes of North Carolina, the Director, Council member, Officer, or Employee may participate in the discussion but may not vote on the transaction, and when a Director, Council member, or Officer does not vote because of a Conflict of Interest,

- “the act of the majority of the Directors or Council members voting shall be the act of the Council if a quorum is present at the meeting”.
- d. The Council shall maintain a Conflict of Interest Policy which each Council member shall review annually and complete and sign a conflict-of-interest agreement.

ARTICLE IX: GENERAL PROVISIONS

Section 1. Seal

The seal of the Council shall bear the name of the Council and the letters "N.C."

Section 2. Waiver of Notice

- a. A member, or other person entitled to receive a notice required to be given under the provisions of these bylaws, the Articles of Incorporation or by applicable law, may waive such notice by signing a written waiver before or after the date and time stated in the notice.
- b. The waiver shall be filed with the minutes or corporate records.
- c. A member's attendance at or participation in a meeting waives any required notice to that member of the meeting unless the member at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 3. Checks

All checks, drafts or orders for the payment of money shall be signed by the officer or officers or other individuals that the Council may designate.

Section 4. Bond

The Council may by majority vote require any or all officers, agents or employees of the Council to give bond to the Council, with sufficient sureties, conditioned upon the faithful performance of the duties of their offices or positions, and to comply with such other conditions as may from time to time be required by the Council.

Section 5. Loans

No loans shall be contracted on behalf of the Council and no evidence of indebtedness shall be issued in its name unless authorized by a majority vote of the Council.

Section 6. Fiscal Year

The fiscal year of the Council shall be the period ending on June 30 of each year.

Section 7. Operations

- a. The Council shall conduct operations in a business-like manner
- b. The Council shall at all times observe all rules and regulations applicable to any item of business, transaction, or procedure in which it is involved.
- c. The Council may retain an attorney to provide legal advice and services.

Section 8. Staff

- a. The Council may employ, or contract for, staff as necessary and to the extent that funds are available for the expense of such employment or contracts.
- b. When problems or opportunities arise that have been identified in the Council's Business Plan and/or its supplements, the Chair shall direct staff personnel to proceed with the gathering of data until such time that the Council or Council can act on a given proposal. This procedure will be used to address those problems or opportunities of an urgent nature.

Section 9. Parliamentary Procedure

- a. The Rules of Parliamentary Procedure, as outlined in the current version of "Robert's Rules of Order" (and not in conflict with other sections of the Council's Articles of Incorporation and bylaws) shall govern all meetings.
- b. Any ruling issued shall stand unless over-ruled by a majority vote of members present at a meeting.

Section 10. Grants and Contracts

The Council may accept grants and donations from any public or private source, enter contracts with any public or private body, and enter into agreements and memoranda of understanding as the Council deems appropriate.

Section 11. Annual Audit

The Council shall engage a certified public accountant as appropriate, who shall prepare an inspection of all financial records of the Council at least annually and who shall prepare the number of copies requested by the Council.

Section 12. Projects

The Council or Council shall consider project proposals and approve projects for the Council. The Council shall set the priority order for action for approved projects.

Section 13. Annual Report

The Council shall prepare and circulate an annual report of its activity.

Section 14. Amendments

- a. These bylaws and the Articles of Incorporation of the Council may be amended or repealed, and new bylaws or Articles of Incorporation may be adopted by the affirmative vote of a majority of the members present at a meeting of the Council provided that
 - i. a quorum is present,

- ii. that notice of the meeting shall have been given to the members on record at least two weeks prior to the meeting which states that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the bylaws or Articles of Incorporation which includes a copy or summary of the proposed amendment or states the general nature of the amendment.
- iii. any proposed amendment must have been presented to the Council prior to its consideration by the members. The required notice may be waived as provided in these bylaws.

Section 15. Nondiscrimination Policy

The Blue Ridge RC&D does not discriminate on the basis of race, color, national origin, religion, marital status, physical different ability, marital status, physical disability, gender identity, or political affiliation regarding directors, officers, Council members, volunteers, contractors, employees, and any committee member serving this Council.

Section 16. Counterterrorism

Blue Ridge RC&D shall not support in any form a person or organization that it knows or has reason to believe advocates terrorism or engages in terrorist and/or money laundering activity.

Section 17. Due Diligence

All members of the Council and Staff shall exercise due diligence in all matters.

Approved by a vote of the Council on this day _____ of _____, 20____

Secretary: _____

Chair: _____

