

BYLAWS OF THE
VIRGIN ISLANDS
RESOURCE CONSERVATION AND DEVELOPMENT
COUNCIL, INC.

OFFICE OF LEGAL COUNSEL
DIVISION OF
CORPORATIONS & TRADEMARKS
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PREAMBLE

The VIRGIN ISLANDS RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL, INC. is an organization of residents of the United States Virgin Islands dedicated to enhancing the quality of life for the people of the Virgin Islands Resource Conservation and Development Area through the conservation of natural and cultural resources and the stimulation of growth and development.

The Virgin Islands Resource Conservation and Development Council, Inc. proposes to facilitate the identification of local resource concerns and the development of solutions for those concerns. The Council will seek to develop or improve working partnerships between local, regional and federal governmental agencies and non-governmental organizations.

These Bylaws provide for the organization and operation of the Virgin Islands Resource Conservation and Development Council, Inc. under the Virgin Islands Code, federal laws and United States Department of Agriculture and Natural Resources Conservation Service policies and regulations.

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ARTICLE I - NAME, PURPOSE AND AREA

- Section A **NAME** - The name of this corporation shall be the Virgin Islands Resource Conservation and Development Council, Inc. (hereinafter referred to as the "Council").
- Section B **PURPOSE** - The Council is an independent, nonprofit, non-partisan, incorporated organization that is recognized as a 501(c)3 organization by the United States Internal Revenue Service. Its primary purpose is to enhance the quality of life for the people of the Virgin Islands Resource Conservation and Development Area through the conservation of natural and cultural resources and the stimulation of growth and development in the United States Virgin Islands (hereinafter referred to as the "USVI").
- Section C **AREA** - The boundaries of the area to be served by the Council shall include all of the land and sea that comprises the Territory of the USVI (hereinafter referred to as the "Area").

ARTICLE II - RESPONSIBILITIES AND POWERS

- Section A **RESPONSIBILITIES** - The Council shall be responsible for adherence to the Corporation Statutes in the Virgin Islands Code, specifically Title 13, Chapter, 3, Section 491.

The Council shall be responsible for adherence to its stated responsibilities as stipulated in the Memorandum of Understanding and in the National RC&D Manual, specifically Parts 513.4 and 513.22.

The Council is organized exclusively for charitable, educational, religious and scientific purposes, including, for such purposes, as the making of distributions to organizations that qualify as exempt organization under Section 501(c)3 of the United States Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law). In the event that recipient organizations are not exempt under section 501(c)3, then we must show evidence that the funds shall remain dedicated to the required purposes and that the recipient shall use the funds for those purposes.

- Section B **POWERS** - The powers of the Council shall be related and restricted to its purpose as stated in the Articles of Incorporation. The Council shall rely on the legal authority of the Council and its members to implement Council measures appropriate to its mission.

ARTICLE III - MEMBERSHIP

Section A **MEMBERSHIP** - The Council shall be comprised of a general membership who must express an interest in promoting the purposes of the Council, actively participate in Council activities, and pay Council dues; as determined by the Board of Directors. There are two categories of general membership - Regular and Associate.

1. Regular membership is limited to appointed representatives of various units of federal, territorial, or municipal government, non-governmental organizations; or individuals who represent themselves.
2. Associate membership may be extended by the Council. Associate members have all the privileges of the Regular membership except the right to vote and hold office.
3. Council members must be at least part-time residents of the USVI.

Section B **MEMBERSHIP LIST** - A complete list of names, addresses, telephone numbers, and email addresses shall be maintained at the principal office of the Council by the Council Secretary. It shall be subject to inspection by any member of the Council or a representative of any member of the Council for any proper purpose during regular office hours.

ARTICLE IV - ORGANIZATION

Section A **COUNCIL** - The general membership of the Virgin Islands Resource Conservation & Development Council, Inc. shall be the Council. The Council shall consist of a Board of Directors and Standing Committees.

Section B **BOARD OF DIRECTORS** - The affairs of the Council shall be managed by the Board of Directors (hereinafter referred to as the "Board"). The number of Directors shall be five. The initial Directors shall be appointed by the Incorporators. Thereafter, the Directors shall be the President, Vice President, Treasurer, Secretary and one At-Large member from the Council.

Section C **STANDING COMMITTEES** - Standing Committees shall be established to serve and address specific issues. Standing Committees shall operate under the direction of the Board of Directors. The members shall be appointed by the President of the Board, with the concurrence of the Board and/or Council.

ARTICLE V - DUTIES AND POWERS

Section A COUNCIL - The duties and powers of the Council are related to its objectives and include:

1. the formulating and implementing of the Area Plan (hereinafter referred to as "Plan") and Annual Plan of Operations (hereinafter referred to as "APO");
2. obtaining support from various units of government and other organizations and individuals for developing and implementing the Plan;
3. participating actively in standing committees;
4. supporting the activities of the Council; and
5. keeping the public informed regarding Council activities.
6. provide officers to serve on the Board of Directors;
7. form and participate in standing Committees;
8. present to the Board of Directors viable and complete project proposals for acceptance; and
9. evaluate the progress of Council projects.

Section B BOARD OF DIRECTORS - The Board shall have the authority and responsibility to achieve the Council's objectives. The affairs of the Council shall be managed by the Board of Directors. The Board of Directors shall:

1. be responsible for preparing a Plan and an APO, amending and/or revising same as needed, and reporting progress;
2. review project proposals;
3. determine project priorities;
4. initiate action on project proposals;
5. form and participate in Standing Committees;
6. acquire or dispose of, in any lawful manner whatsoever, all legal and equitable interests of any real or personal property of any nature;
7. purchase, contract for, lease or acquire in other lawful ways, and take and own property of all kinds, including selling, leasing and otherwise disposing of such property for the purposes set forth herein; and

8. do any and all things necessary, suitable, convenient or proper for, or in connection with, or incidental to, the accomplishment of any of the purposes herein enumerated, or designed directly or indirectly to promote the interest of the Council. Any person speaking for the Council must have concurrence of the Board of Directors.

Section C **STANDING COMMITTEES** - Standing Committees shall include, but are not limited to, nominating committees, technical committees, and project committees. The duties of such said committees shall be to:

1. develop a project or activity work plan;
2. implement the project or activity work plan; and
3. evaluate and report results to the entity that forms said committee.

ARTICLE VI - OFFICERS: ELECTIONS, TERM OF OFFICE, DUTIES, VACANCY, AND REMOVAL

Section A **ELECTIONS** - The Officers of the Council shall be elected at the Council meeting just prior to the Annual Meeting. The Officers of the Board of Directors shall be elected and inducted at the Annual Meeting.

Section B **TERMS OF OFFICE** - Board officers shall be elected to serve one-year terms.

Section C **DUTIES OF BOARD OFFICERS** - The duties of the Board officers shall be as follows:

1. **PRESIDENT** - The President shall preside over all meetings of the Council and Board of Directors, and shall sign all official documents. At each meeting, the President shall submit recommendations and information concerning the affairs and operations of the Council. Prior to each meeting the President shall submit, to the Secretary, an agenda of items for that meeting. The President shall serve as an ex-officio member of all committees.
2. **VICE PRESIDENT** - The Vice President, in the absence of the President, shall assume all responsibilities of the President. The Vice President shall also assume any duties which the President so delegates.
3. **TREASURER** - The Treasurer shall be the custodian of all Council financial records and funds. The Treasurer shall disperse all funds as approved by the Board of Directors and maintain an accurate record of all Council financial transactions. The Treasurer shall prepare an annual financial statement and an annual budget for presentation at the Annual meeting. Financial updates shall be presented at all Board meetings. All official records shall be maintained at

the Council office.

4. SECRETARY - The Secretary shall be the recording officer of the Council. The Secretary shall record, distribute, and file the minutes of all Council and Board of Directors meetings and prepare official correspondence. The Secretary shall send meeting notices and agendas to all Board members and others, as identified, and shall maintain a record of the official Council membership. All official records shall be maintained at the Council office.

Section D VACANCY – Board vacancies shall be filled as follows:

1. The Board of Directors shall appoint a replacement(s) to fill any unexpired term(s) of a Board position.
2. In the event that new Board Members cannot be elected prior to the Annual Meeting, the existing Board members shall serve until such time as new Board Members are elected by special meeting of the Council. Board Officers shall also be elected amongst the new Board Members and inducted at that time.
3. If an existing Board Member(s) is unwilling or unable to extend his/her term of office as specified above, the President shall appoint a Temporary Board Member to serve in the vacated position until a new Board is installed.

Section E REMOVAL - Any officer of the Board may be removed by the affirmative vote of two-thirds of the Board at any Board meeting or at any meeting called for such purpose.

ARTICLE VII - MEETINGS, QUORUM, VOTING, AND ATTENDANCE

Section A MEETINGS

1. The Board of Directors shall meet at least six times per year. Special meetings may be called by the President, or by written request of no less than one-third of the Board of Directors.
2. The general Council membership shall meet at least four times each year. Special meetings may be called by the President, or by written request of no less than one-third of the Council membership.
3. The Council shall hold an Annual Meeting once each year at the beginning of the new fiscal year in order to provide a summary of project accomplishments and financial status for the prior fiscal year and to induct new Board members. Special meetings may be called by the President, or by written request of no

less than one-third of the Council membership.

4. Written notices of each meeting and its agendas shall be sent to members and NRCS RC&D Program staff at least one week in advance of the meeting date.
5. Meetings of the Council, Board of Directors, District Committees and/or Standing Committees may be held at such place or places within the USVI as shall be specified in the respective written notices thereof.
6. All Council and District meetings shall be open to the public. The public will be informed through the media.

Section B QUORUM

1. At least three (3) members of the Board of Directors must be present at a Board of Directors meeting to constitute a quorum.
2. At least 50% of the eligible voting Council members, plus one member, must be present at a Council meeting to constitute a quorum.
3. The Secretary shall verify when a quorum has been reached.

Section C VOTING

1. Each member of the Council shall have a vote during a Council meeting. Each member must be present at the meeting in order to exercise his/her vote. A simple majority of those members voting shall be necessary for approval of motions or action, unless otherwise indicated under these Bylaws.
2. Each member of the Board of Directors shall have a vote on all business requiring action by its members during a Board meeting. Each member must be present at the meeting in order to exercise his/her vote. A simple majority of those members present shall be necessary for approval of motions or action, unless otherwise indicated under these Bylaws.
3. Under special circumstances, the President may poll the Board or Council membership directly (via telephone or email) to solicit votes on urgent matters. A simple majority of those members polled shall be necessary for approval of motions or action. These phone or email votes shall be recorded and maintained on file at the Council office.
4. The RC&D Coordinator and/or the RC&D Secretary shall not have a vote.

Section D ATTENDANCE – Each Council member must attend a minimum of two Council meetings annually. If a member does not meet this standard, then that member forfeits the right to vote and the privilege to attend the Annual Meeting at the

expense of the Council. The agency, department or organization represented by said member shall be notified by the President. That agency, department or organization head shall then be responsible for any action up to and including the replacement of that member from their respective agency, department or organization.

ARTICLE VIII - FISCAL MATTERS

Section A **FUNDS** - The Council shall operate with funds obtained from the Federal and Territorial governments, and any other legally available sources.

GIFTS - The Board may accept on behalf of the Council any contribution, gift, bequest, device, or grant for the general purposes or for any special purpose of the Council.

Section B **EXPENDITURE OF FUNDS** - The expenditure of funds, subject to restrictions which may apply, shall be authorized by a majority vote of the Board of Directors and disbursement shall be at the completion of the Board of Directors meeting or as stipulated by the President. All disbursements shall require the signatures of any two authorized Board members.

Section C **DEPOSITS** - All Council funds shall be deposited within five banking days to the credit of the Council in an interest-bearing account at such depository(ies) deemed necessary by the Board of Directors.

Section D **FISCAL YEAR** - The fiscal year shall be from October 1st through September 30th.

Section E **EXECUTION OF CONTRACTS AND OTHER DOCUMENTS** - All contracts and other documents requiring execution by the Board shall be signed by the President or Vice President or any other person authorized by the Board, and must be attested to by the Treasurer.

Section F **COMPENSATION** - No officer or member of the Board of Directors shall receive compensation for the performance of duties arising from such position. However, officers and Board members shall be reimbursed for reasonable out-of-pocket expenses incurred by them in the performance of such duties.

Section G **INDEBTEDNESS** - The Board shall not incur debts or liabilities to exceed the Annual Budget. However, the Council, by a majority vote, can incur debt of liability larger than the Annual Budget.

ARTICLE IX - AMENDMENTS OF BYLAWS

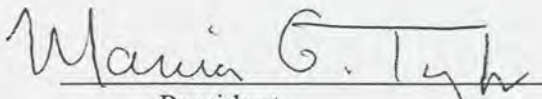
AMENDMENTS - These Bylaws may be amended by the Board and approved by a simple majority vote of the Council membership present at a Council meeting. Proposed changes shall be submitted in writing to all members of the Council at least two weeks prior to the meeting at which they shall be considered.

ARTICLE X - PARLIAMENTARY AUTHORITY

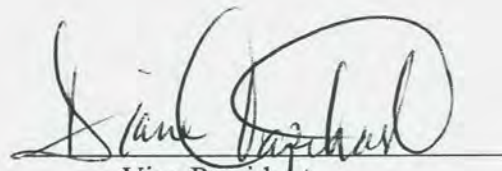
PARLIAMENTARY PROCEDURE - The most recent revision of Robert's Rules of Order shall govern all meetings of the Council, unless modified.

ARTICLE XI - ADOPTION

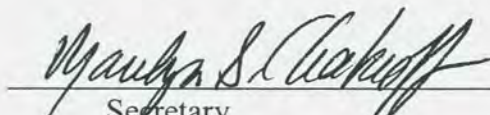
These bylaws shall serve as a basis for the operation of the Council as adopted by Resolution of the United States Virgin Islands Resource Conservation and Development Council, Inc. meeting at the U.S. Department of Agriculture Service Center Conference Room, in Gallows Bay, St. Croix on January 30, 2008.



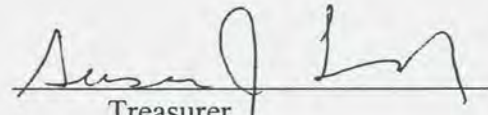
President



Vice President



Secretary



Treasurer