

**Amended and Restated
Articles of Incorporation
Western RC&D Association**

As of (date)

To be voted on by Membership by August 1, 2013

ARTICLE I

Name of Organization

The name of this organization shall be the WESTERN RESOURCE CONSERVATION AND DEVELOPMENT ASSOCIATION, INCORPORATED.

ARTICLE II

Purpose/Objectives

This Association is organized as a public 501 (c) 3, not-for-profit organization, for the purpose of increasing cooperation between RC&D Councils, RC&D like Councils, the National Association of RC&D Councils (NARC&DC), the National Association of Conservation Districts (NACD), and all federal, state, and local governments and entities concerned with the perpetuation and strengthening of the RC&D Program. The Association will collect, coordinate, and disseminate information relative to educational needs, interests or proposals of member RC&D Areas. The Association will serve as liaison with the other regional RC&D Associations and the National Association of RC&D Councils.

ARTICLE III

Membership

The eligible membership shall consist of Resource Conservation and Development (RC&D) Area Councils in ten states: Arizona, Colorado, Idaho, Montana, Nebraska, New Mexico, North Dakota, South Dakota, Utah, and Wyoming. Membership is voluntary.

Section A. Members

1. USDA authorized RC&D Areas and applicant areas, within the ten states listed above shall be eligible for membership.

2. Membership is obtained by requesting membership and paying dues.

Section B. Associate Members

Individuals, interested businesses, associations, and governmental bodies or agencies within the ten-state area listed above, may become associate members. Membership is obtained by applying for such membership and paying annual dues in an amount determined by the Association. Associate Members have no voting privileges and cannot hold office, but may serve on committees and participate in discussions.

ARTICLE IV

Bylaws and Policy

The Association shall be governed by bylaws and policy developed and approved by the Board of Directors and/or the Association Members.

ARTICLE V

Amendments

These Articles of Incorporation may be amended at any meeting of the Association by a two-thirds (2/3) vote of the members present, provided that the proposed amendment is submitted in writing to the voting membership 30 days prior to the annual meeting.

ARTICLE VI

Dissolution

Upon the dissolution of the corporation and after the payment or the provision for payment of all liabilities of the corporation, the Board of Directors will dispose of all the assets of the corporation exclusively for the purposes of the corporation or to organizations that are qualified as tax-exempt organizations under 501 (c) 3 of the Internal Revenue Code. A court of jurisdiction in the county in which the principal office of the corporation is located will dispose of assets that are not so disposed.

ARTICLE VII

Registered Agent

The Registered Agent for the Association shall be the Treasurer. At the time of submission of these amended and restated Articles of Incorporation, the Treasurer is _____.

ARTICLE VIII

Names and Addresses of Initial Directors

ARTICLE IX

Names and Addresses of Each Incorporator

These Amended and Restated Articles of Incorporation were adopted at _____ meeting on _____.