

**BYLAWS**

**OF**

**BLUE RIDGE RESOURCE**  
**CONSERVATION**  
**AND DEVELOPMENT COUNCIL, INC.**

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**BYLAWS**  
**OF**  
**BLUE RIDGE**  
**RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL, INC.**

**ARTICLE I - NAME. OFFICES AND ORGANIZATION**

**Section 1. Name.** The name of this corporation shall be **BLUE RIDGE RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL, INC.** hereinafter referred to as the "Corporation."

**Section 2. Offices.** The Principal Office of the Corporation shall be located at 11943 South Highway 226 Mitchell County Spruce Pine North Carolina 28777, which shall also be the Registered Office of the Corporation.

**Section 3. Description.** The Corporation 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.** The Corporation shall be governed by a RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL hereinafter referred to as the "Council" which shall be composed of the Members of the Corporation. The Corporation shall be managed by the Board of Directors of the Corporation.

**ARTICLE II - PURPOSE AND OBJECTIVES**

**Section 1. Purpose.** The purpose of the Corporation is, as described in its mission statement: **To make the Blue Ridge RC&D Council a vehicle to coordinate a multicounty effort to improve the natural and human resources to make the Seven County Area a better place to live, work, and play.** The purpose of the Corporation is also as stated in the Articles of Incorporation: 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 and Wildlife. Cultural: enhance the environment: to improve the general level of economic activity; and to improve the standard of living. This corporation 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 2. Objectives** The Objectives of the Corporation are to address needs and opportunities in the area of water management, land management, community development and land conservation.

### **ARTICLE III - COUNCIL OF MEMBERS**

**Section 1. General Powers.** The affairs of the Corporation shall be managed by the Board of Directors, in accordance with the provisions of applicable law, the Articles of Incorporation and these bylaws, The Board will delegate most of its authority to the Executive Committee.

**Section 2. Qualification. Number and Duties.** The Members of the Corporation who shall be the Members of the Council, shall consist of three (3) representatives from each of the seven (7) member counties in the Area and one (1) from Region D Council of Governments. The Council will serve as a clearing house for proposed projects for the Board of Directors. The Members shall from time to time be elected to membership. The number of voting Members shall be twenty-two (22). There may be an unlimited number of Associate Members as defined in Section 6 of this Article III, who shall not have the right to vote but one Associate Member from each county may be designated as an alternate representative to receive a voting Member's proxy as provided in Section 6 of Article IV when a voting Member is absent. Membership shall not be assignable or transferable except as provided in this Section.

**Section 3. Nomination and Election.** Each Member shall be a resident of the County which he or she represents on the Council. The current members from that county shall nominate a new representative from that county. The Members shall be divided into three classes, as nearly equal in number as may be, to serve in the first instance for terms of three, four and five years, respectively, and until their successors shall be elected and shall qualify, and thereafter the successors in each class of Members shall be elected to serve for terms of three years and until their successors shall be elected and shall qualify. 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. New Members shall be elected by 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. Each member shall hold office from the date when the election is effective (July 1 for Members elected at the annual meeting of the Board) through June 30 and until a successor is elected and qualifies.

**Section 4. Resignation.** A Member may resign from membership in the Corporation at any time by giving notice of the resignation in writing addressed to the Chairman or the Secretary, or by presenting a written resignation in person at any meeting of Members.

**Section 5. Removal.** Any Member who misses more than two consecutive meetings unexcused may be removed from the Council by majority vote of the Members

when a quorum is present provided that the Chairman shall have sent the Member a letter advising the Member of the proposed removal. The Chairman may excuse a Member for reasonable cause which shall include, but not limited to, illness or an unavoidable absence from the Area.

**Section 6. Corporate Records.** A Member is entitled to inspect and copy the records of the Corporation to the maximum extent required by Chapter 55A of the General Statutes of North Carolina upon making a written request five days in advance of the date of inspection.

**Section 7. Associate Members.** Persons interested in the purposes of the Council may become Associate Members by application and upon approval of the Board of Directors. Associate Members may join as individuals or may represent a municipality, a county government, a Soil and Water Conservation District Board or a business. Associate Members shall be invited to meetings and activities or functions of the organization, but shall not have voting rights.

#### **ARTICLE IV - MEETINGS OF THE COUNCIL**

**Section 1. Annual Meeting.** The annual meeting of the Council shall be held in June each year, for the purpose of electing the Directors and officers of the Corporation and for the transaction of such other business as may be properly brought before the meeting. If the annual meeting shall not be held as designated by these bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 4 of this Article IV. A meeting so called shall be designated and treated for all purposes as the annual meeting.

**Section 2. Meetings.** One regular meetings shall be held each year in addition to the annual meeting. A special meeting of the Members may be called at any time by the Chairman or the Directors, and shall be called by the Secretary upon the written request of five Council voting Members. Minutes will be kept of all meetings and copies made available to Members. Wider distribution of minutes may be made as deemed necessary by the Chairman. 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.

**Section 3. Place of Meeting.** All meetings of Council shall be held at a central location, or at such other place, either within or without the State of North Carolina, as shall' be designated in the notice of the meeting or agreed upon by a majority of the Directors.

**Section 4. Notice of Meetings.** Written notice, stating the time and place of the meeting, and in the case of a special meeting, briefly describing the purpose or purposes thereof. shall be mailed not less than ten days (or, if notice is mailed by other than first class, registered or certified mail, no fewer than 30 days) and not more that sixty days before the date of the meeting to each Member addressed to the Member's address as it

appears on the records of the Corporation. Notice may also be given by fax or telephone no less than five days before the date of the meeting. It shall be the primary responsibility of the Secretary to give such notice, but it may be given by or at the direction of the Chairman or other persons calling the meeting. Attendance by a Member at a meeting shall constitute a waiver of notice, except where a Member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

**Section 5. 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 6. Voting.** Each Member shall be entitled to one vote, which may be cast in person or by proxy. A proxy shall designate another Member or an Associate Member as the proxy holder and shall be in writing signed by the Member and filed with the Secretary prior to the commencement of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. If a proxy confers authority upon two or more persons and does not otherwise provide, a majority of them present at the meeting, or if only one is present then that one, may exercise all the powers conferred by the proxy. Unless a proxy otherwise provides, any proxy holder may appoint in writing any Member or Associate Member to act in the proxy holder's place. 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 7. 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 Members.

## **ARTICLE V - BOARD OF DIRECTORS**

**Section 1. General Powers.** The affairs of the Corporation shall be managed by the Board of Directors, in accordance with the provisions of applicable law, the Articles of Incorporation and these bylaws.

**Section 2. Number. Term and Qualification.** The number of Directors of the Corporation shall be seven. Each Director shall hold office from the date when the election is effective (July 1 for Directors elected at the annual meeting of Members) through June 30' and until a successor is elected and qualifies. All Directors shall be voting Members of the Council. Consideration shall be given to electing one Member representing each County in the Area as a Director in each term, but representation of each County in the Area on the Board of Directors is not required.

**Section 3. Election of Directors.** The Directors shall be the officers of the Corporation holding the offices of Chairman, Vice Chairman, Secretary, and Treasurer and 3 other members as selected by the Council, and shall be elected to office by a majority vote at the annual meeting of the Members or at a special meeting of the

Members of which notice of the purpose to elect one or more Directors has been duly given. The election of Directors shall be a part of the business of each annual meeting of the Members.

**Section 4. Resignation.** A Director may resign at any time by giving notice of the Director's resignation in writing addressed to the Chairman or the Secretary, or by presenting a written resignation in person at an annual or special meeting of Directors.

**Section 5. Removal.** Directors may be removed from office at any time with or without cause by the Members by the vote that would be required to elect the Director to the Board of Directors. If a Director is removed, a new Director may be elected to fill the vacancy at the same meeting.

**Section 6. Vacancies.** A vacancy occurring in the Board of Directors may be filled by a majority of the Members at any meeting of the Council. A vacant office shall be filled by election at the next meeting after the vacancy occurs.

## **ARTICLE VI - MEETINGS OF THE BOARD OF DIRECTORS**

**Section 1. Meeting Schedule.** Meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, or any two Directors.

**Section 2. Place of Meetings.** Meetings of the Board of Directors may be held at the principal office of the Corporation or at such other place, as shall either

- (I) be designated in the notice of the meeting or
- (II) be agreed upon at or before the meeting by a majority of the Directors then in office.

**Section 3. Notice of Meetings.** The Secretary or other person or persons calling a meeting for which notice is required shall give notice by mail at least five days before the meeting. Unless otherwise indicated in the notice, any and all business may be transacted at a meeting of the Board of Directors. Attendance by a Director at a meeting shall constitute waiver of notice, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

**Section 4. Quorum.** A majority of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at a meeting of the Board of Directors.

**Section 5. -Manner of Acting.** Except as otherwise provided by law or in the bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 6. Action Without Meeting.** Action taken by a majority of the Directors or members of a committee without a meeting is nevertheless Board or committee action

if written consent to the action in question is signed by all of the Directors or of the members of the committee, as the case may be and filed with the minutes of the proceedings of the Board or committee, whether done before or after the action is taken.

**Section 7. Meeting by Conference Telephone.** Any one or more Directors or members of a committee may participate in a meeting of the Board or committee by means of a conference telephone or similar communication device which allows all Directors participating in the meeting to simultaneously hear each other during the meeting, and such participation in a meeting shall be deemed presence in person at such meeting.

## **ARTICLE VII – COMMITTEES**

**Section 1. Executive Committee.** The Board of Directors, by resolution adopted by a majority of the number of Directors then in office, may designate two or more Directors to constitute an Executive Committee, which shall have and may exercise the authority of the Board of Directors in the management of the business and affairs of the Corporation during intervals between meetings. Vacancies in the membership of the Executive Committee shall be filled by a majority of the whole Board of Directors at a regular meeting or at a special meeting called for that purpose. The Executive Committee shall keep minutes of its proceedings and shall report to the Board of Directors on action taken. Minutes of meetings of the Executive Committee shall be prepared and kept with the records of the Corporation.

**Section 2. Standing or Other Committees.** Standing or other committees having two or more members may be appointed by the Board of Directors. Vacancies in the membership of such committees shall be filled by appointment by the Board of Directors.

**Section 3. Committee Authority.** No committees of the Board of Directors (including the Executive Committee) shall be authorized to take the following actions:

- (a) Authorize distributions to or for the benefit of the Members, Directors or officers;
- (b) Recommend to Members or approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the Corporation's assets;
- (c) Elect, appoint or remove directors, or fill vacancies on the Board of Directors or on any of its committees, or
- (d) Adopt, amend, or repeal the Articles of Incorporation or bylaws.

**Section 4. Nominating Committee.** A Nominating Committee, appointed by the Board of Directors, will submit a slate of nominees at the annual meeting of the Members. Nominations may also come from the floor once the Nominating Committee's slate of candidates has been presented.

## **ARTICLE VIII – OFFICERS**

**Section 1. Titles.** The officers of the Corporation shall be a Chairman, Vice Chairman, Secretary, and a Treasurer who shall all be voting Members of the Council. The Members may also elect such other officers as the Members shall deem necessary who need not be voting Members of the Council. The additional officers shall have the authority and perform the duties as from time to time may be prescribed by the Members.

**Section 2. Election and Term.** The officers of the Corporation shall be elected by the Board of Directors following the Annual Meeting of the Council and before the end of the fiscal year. Each officer shall hold office until a successor is elected and qualifies during the same period the following year.

**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 Corporation will be served.

**Section 4. Resignation.** An officer or agent may resign at any time by communicating such resignation to the Board of Directors, the Chairman of the Board or the Corporation. A resignation is effective when it is communicated unless it specifies in writing a later effective date.

**Section 5. Vacancies.** Vacancies among the officers may be filled and new offices may be created and filled by the Members.

**Section 6. Chairman of the Board.** The Chairman of the Board of Directors shall preside at meetings of the Members and Board of Directors. The Chairman shall sign, with any other proper officer, instruments which may be lawfully executed on behalf of the Corporation, 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 Board of Directors to some other officer or agent. It shall be the duty of the Chairman to enforce all rules and regulations relating to the administration of the Corporation. The Chairman shall call regular and special meetings of the Corporation in accordance with the bylaws or when deemed necessary. The Chairman shall announce a quorum present before the conduct of any business. In general, the Chairman shall perform all duties incident to the office of Chairman and such other duties as may be assigned by the Board of Directors from time to time.

**Section 7. Vice Chairman.** The Vice Chairman shall exercise the powers of the Chairman during that officer's absence or inability to act. Any action taken by the Vice Chairman in the performance of the duties of the Chairman shall be presumptive evidence of the absence or inability to act of the Chairman at the time the action was taken. The Vice Chairman shall have such other powers and perform such other duties as may be assigned by the board of Directors. If the office of Chairman is vacant for any reason, Vice Chairman shall act as Chairman until an election is held to fill the office of the Chairman. In the absence of both Chairman and Vice Chairman, the Secretary shall assume the duties of Chairman.

**Section 8. Secretary.** The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors and shall give all notices required by law and these bylaws. 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. The Secretary shall conduct correspondence relating to the Corporation and shall keep a register of the Members of the Council and the members of any working Task Force or Committee. 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 Chairman or by the Board of Directors.

**Section 9. Treasurer.** The Treasurer shall have custody of all funds and securities belonging to the Corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors: provided, that the Board may appoint a custodian or depository for any such funds or securities, and the Board may designate those persons upon whose signature or authority such funds may be disbursed or transferred. The Treasurer shall be prepared to report at each meeting of the Council and the Board of Directors the condition of the treasury and the Treasurer shall arrange for an annual review of the financial records of the Corporation by a certified professional. The Treasurer and others having responsibility for Corporation funds shall be bonded when deemed necessary by the Board of Directors. The Treasurer shall ensure that a review of the financial records of the Corporation be performed by a certified professional. The Treasurer and others having responsibility for Corporation funds shall be bonded when deemed necessary by the Board of Directors. 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 Chairman or the Board of Directors.

## **ARTICLE IX - INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**Section 1. General Policy.** It shall be the policy of the Corporation to indemnify to the maximum extent permitted by Chapter 55A of the General Statutes of North Carolina any one or more of the Council Members, Directors, officers, employees, or agents and former Council Members, Directors, officers, employees or agents of the Corporation, and persons who serve or have served at the request of the Corporation as Council Members, Directors, officers, partners, trustees, employees or agents of another foreign or domestic corporation, 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.** The Corporation may advance expenses in connection with any proceeding to any such person in accordance with applicable law. The use of funds of the Corporation 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 Corporation.

## **ARTICLE X — CONFLICTS OF INTEREST**

**Section 1. General Policy.** A Director, Council Member, Officer, or Employee shall inform the Board of Directors 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 Board of Directors or the Corporation (a "Conflict of Interest"). A Conflict of Interest shall exist in Board 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.

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 the act of the majority of the Directors or Council Members voting shall be the act of the Corporation if a quorum is present at the meeting.

## **ARTICLE XI - GENERAL PROVISIONS**

**Section 1. Seal.** The seal of the Corporation shall bear the name of the Corporation and the letters "N.C."

**Section 2. Waiver of Notice.** A Member, Director 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. The waiver shall be filed with the minutes or corporate records. A Member or Director's attendance at or participation in a meeting waives any required notice to that Member or Director of the meeting unless the Member or Director 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 Board of Directors may from time to time designate.

**Section 4. Bond.** The Board of Directors may by majority vote require any or all officers, agents or employees of the Corporation to give bond to the Corporation, 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 Board.

**Section 5. Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by majority vote of the Board of Directors. Such authority may be general or confirmed to specific instances.

**Section 6. Fiscal Year.** The fiscal year of the Corporation shall be the period ending on June 30 of each year.

**Section 7. Operations.** The Council and Board of Directors shall conduct operations in a business-like manner and shall at all times observe all rules and regulations applicable to any item of business, transaction, or procedure in which it is involved. The Corporation may retain an attorney to provide legal advice and services.

**Section 8. Staff.** The Corporation may employ or contract for staff as necessary and to the extent that funds are available for the expense of such employment or contracts. When problems or opportunities arise that have been identified in the Corporation's Business Plan' and/or its supplements, the Chairman shall direct staff personnel to proceed with the gathering of resource data until such time that the Council or Board of Directors 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.** 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 Corporation's Articles of Incorporation and bylaws) shall govern all meetings. The Chairman, with the concurrence of the Council, shall appoint a Member to serve as Parliamentarian, who will rule on questions of procedure. Any ruling issued will stand unless over-ruled by a majority vote of Members present at the meeting.

**Section 10. Grants and Contracts.** The Corporation may accept grants and donations from any public or private source, enter into contracts with any public or private body, and enter into agreements and memoranda of understanding as the Board of Directors deems appropriate.

**Section 11. Annual Audit.** The Corporation shall engage a certified public accountant as appropriate, who shall prepare an inspection of all financial records of the Corporation annually and who shall prepare the number of copies requested by the Board of Directors.

**Section 12. Projects.** The Council or Board of Directors shall consider project proposals and approve projects for the Corporation. The Board of Directors shall set the priority order for action for approved projects.

**Section 13. Business Plan and Annual Report.** The Corporation shall prepare and circulate a Business Plan and shall prepare and annual report of its activity.

**Section 14. Amendments.** These bylaws and the Articles of Incorporation of the Corporation may be amended or repealed and new bylaws or Articles of Incorporation, as the case may be, may be adopted by the affirmative vote of a majority of the Members present at a meeting of the Council at which a quorum is present provided, 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, as the case may be, and includes a copy or summary of the proposed amendment or states the general nature of the amendment. Further, any proposed amendment must have been presented to the Board of Directors prior to its consideration by the Members. The required notice may be waived as provided in these bylaws.

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Date -

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BY: Tom Livingston, Chairman  
Blue Ridge Resource  
Conservation and Development  
Council, Inc.