

South Dakota Grassland Coalition

Bylaws

I. Corporate Seal

Corporation elects not to use a corporate seal.

II. Location

1. Registered Office

The registered office of Corporation is the place designated in the Articles of Incorporation as the registered office. Corporation may change its registered office in accordance with state laws. The corporate records will be stored at Corporation's registered office or by electronic file storage system maintained by the Corporation.

2. Other Offices

Corporation may maintain offices or places of business other than the registered office and mailing address on file with its home state. Including those within or outside of its home state, as the Board may from time to time designate or the business of the Corporation may require.

III. Purpose

This corporation will not be operated for profit. Corporation is organized exclusively for charitable purposes as specifically described in in the Articles of Incorporation.

IV. Membership

Corporation has voting members. The classes, eligibility, rights, and obligations of any members will be determined by the Board of Directors through amendment of these Bylaws.

1. Types of Membership

The Board will have the authority to establish and define multiple categories of membership.

2. Eligibility for Membership

Application for membership will be open to anyone who supports the mission and purpose of the organization and pays the annual dues/fees/assessments as set by the Board of Directors (unless special arrangements are made with the Board).

3. Classes of Membership

The Board of Directors has the authority to establish and define classes of voting and non-voting membership, and these classes may be changed from time to time. Corporation will have the following classes of membership:

a. Voting Members

Each Voting Member who wishes to be involved with Corporation and pays the annual dues of membership will be considered a member in “good standing” who enjoys all benefits of membership, is allowed 1 vote, and is eligible to hold office in Corporation.

- i. **Regular Member.** Regular membership is open to any individual who is 18 years of age or older. Each Regular Member who wishes to be involved with Corporation and pays the annual dues of membership will be considered a member in “good standing” who enjoys all benefits of membership.

b. Non-voting Members

Non-voting Members who wish to be involved with Corporation and pay the annual dues of membership will be considered a member in “good standing” who enjoys the benefits of membership. Non-voting members are welcome to attend Corporation meetings but will have no voting rights and are not eligible to hold office.

- i. **Associate Member.** Associate membership is open to any entity or organization other than an individual. Each Associate Member who wishes to be involved with Corporation and pays the annual dues of membership will be considered a member in “good standing” who enjoys all benefits of membership, but is not entitled to vote or serve as a Director of Corporation.
- ii. **Youth Member.** Youth memberships are open to any individual under the age of 18 years old who wishes to be involved with Corporation and who submits and application form will be considered a member in “good standing” who enjoys all benefits of membership, but is not entitled to vote or serve as a Director of Corporation. Youth memberships are free.

4. Annual Dues / Fees / Assessments

The Board will determine the annual dues and all other fees or assessments owed by members, and these amounts may be changed from time to time. The Board will publish the costs of the dues, fees or assessments on an annual basis to all members and prospective members. “Good standing” and

continued voting membership is contingent upon being current on payment of these amounts. Failure to pay will subject members to removal unless special arrangements are made.

5. Rights of Members

Each voting member in “good standing” will be eligible to cast 1 vote at the annual meeting of the voting membership as well as 1 vote in any periodic vote involving the voting membership. Members must vote in person, or by U.S. mail, or e-mail when authorized by Board action. Voting by proxy is NOT permitted. Additional benefits of membership will include:

- Recognition in Corporation publications;
- Members-only announcements and Corporation-funded events; and
- Other such benefits as the Board of Directors may determine from time to time.

6. Members Not Financially Obligated

No member will be personally responsible for any financial obligation of the Corporation.

7. Membership Duration

Once registered, membership is for one year. The membership year begins January 1 and ends December 31. Members may register for multiple years of membership in advance or for other multi-year membership packages that the Corporation may offer from time to time. Moreover, registrations received after September 1 will be credited as a full membership for the following year and treated as members in good standing for the remainder of the current year.

8. Membership Non-transferable

Membership in Corporation may not be assigned or transferred in any manner.

9. Membership Termination

- a. All member rights, privileges, and benefits will cease in the event of:
 - i. Voluntary resignation by the member with notice to the Corporation; or,
 - ii. Death of the member; or,
 - iii. Expiration of the membership duration; or,
 - iv. Failure to pay dues/fees/assessments in a timely manner unless special arrangements are made with the Corporation; or,
 - v. Expulsion or suspension of the member:
 1. Expulsion or suspension may be imposed for “good cause” by a majority vote of the Board of Directors
 2. “Good cause” may include acts detrimental to the Corporation and its mission-related work. This could include violation of Corporation’s Articles, Bylaws, Code of Conduct, Policies & Procedures, other rules,

- state or federal laws, misappropriation of Corporation assets, or actions or omissions in contravention to the mission and values of Corporation.
3. Any member being expelled or suspended will be given reasonable advance notice and the opportunity to be heard either orally or in writing at least five days before the termination, if the opportunity is requested by the member in writing.
 4. The expulsion, suspension, or termination of a member does not relieve the member from obligations the member may have to Corporation for dues/fees/assessments, or for charges for goods or services.
 5. Reinstatement of Membership. Former members of Corporation whose termination occurred, and who, during such absence, have maintained positive and active support of Corporation's purposes, will be permitted to seek reinstated membership. The terminated member must submit an application to the Board of Directors. Corporation may reinstate the terminated membership by approval of a majority of the Board of Directors.

10. Meetings of Members

a. Record Date and Membership Roster

The record date for tabulating who are the voting members at the time of a voting members meeting will be the day of the meeting. All members in good standing as of this date will be members entitled to vote at the meeting. The Board will maintain an alphabetical list of member names with addresses who are entitled to receive a notice and vote. This list will be approved and adopted by the Board of Directors as the official membership roster for providing notices for that particular meeting. Regardless of notice given, same day member registration is permitted on the day of the meeting. Same day registration members will be added to the member roster. This list will be used for voting member verification.

b. Notice to Members

Written notice, including the date, time, and place of the meeting, will be provided to each member listed on the official membership roll, at least 30 calendar days in advance of a member meeting. Notice will not be provided more than 60 calendar days in advance of a member meeting. Notice will be given personally, by mail, e-mail, telephone, or other reasonable method.

c. Annual Member Meetings

An annual meeting will take place on a recurring schedule, the specific date, time, and location of which will be designated by the Board. If the Board fails to select a place for the annual meeting, it will be held at Corporation's registered office. The annual meeting will be held for

the purpose of electing the Board of Directors, as well as the consideration of any other business that may be properly brought before the Board. There will be a report on the annual activities and financial condition of the Corporation at the meeting.

d. Special Member Meetings

Special meetings of the members may be called by the Chair of the Board, a simple majority of the Board of Directors, or a petition signed by 10% or 50 individuals whichever is greater of the of the voting members. Special meetings will be conducted in accordance with State law. Business transacted at a special meeting is limited to the purposes specifically stated within the written meeting notice. No other business may be conducted.

e. Participation by Remote Communication

Any member meeting, including annual or special meetings, may be held in whole or in part by means of remote communication. When one or more members participate by means of remote communication, the Corporation will implement reasonable measures to:

- i. Verify that each person deemed present and entitled to vote at the meeting by means of remote communication is in fact a member; and,
- ii. Provide each member participating by means of remote communication with a reasonable opportunity to participate in the meeting, including an opportunity to:
 - Read or hear the proceedings of the meeting substantially concurrently with those proceedings;
 - If allowed by the procedures governing the meeting, have the member's remarks heard or read by other participants in the meeting substantially concurrently with the making of those remarks; and
 - If entitled, vote on matters submitted to the members.

f. Member Meeting Quorum

A quorum of the members is 10% of the members entitled to vote at that meeting. If a quorum is not present, the meeting may be adjourned and recalled with 5 days' written notice provided prior to the new date.

g. Member Voting

All issues to be voted upon will be decided by a simple majority of those present at the meeting in which the vote takes place unless otherwise specified in these Bylaws. All eligible voters may cast 1 vote. Voting by proxy is NOT permitted. The following decisions in all cases require approval of the voting membership:

- Election of Directors

h. Member Meeting Procedures

All questions of order with respect to any member meeting will be resolved in accordance with Robert's Rules of Order Newly Revised, as modified from time to time, or in other orderly manner that is deemed appropriate by the Chair.

i. Member Meeting Decorum

Corporation will follow best and lawful practices for conducting business at member meetings. The Board will exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner. The Board reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. Per Robert's Rules of Order Newly Revised, the Chair has the sole responsibility to require order in a meeting. To that end, the Chair has the authority to call a Director, Officer, or member to order, and exclude non-members. If necessary to maintain an orderly meeting, the Chair has the authority to remove a participant from the meeting. Another Officer may serve in the Chair's capacity if required.

j. Unanimous Member Action Without a Meeting

Any action required or permitted to be taken at a member meeting may be taken without a meeting but by written action signed, or consented to by authenticated electronic communication (i.e. votes by US mail, e-mail, online voting, fax, etc.), by all of the members entitled to vote on that action. The written action is effective when it has been signed or consented to by all of those members unless a different effective time is provided in the written action.

k. Member Action by Ballot

Any action that may be taken at a regular or special meeting of the members may be taken without a meeting, if the Corporation delivers a ballot to every member entitled to vote on the matter. Ballots must comply with applicable state law.

V. Board of Directors (Governing Body)

1. Number and Qualification

Corporation's Board of Directors must be composed of not less than 3 individuals who are regular members in good standing, who are broadly representative of the community interests and who are actively engaged in applying grassland management practices to an agricultural grassland-based enterprise that is consistent with the mission. Directors will be natural persons, over the age of 18. The Board will not exceed 9 Directors.

2. Governing Powers

In compliance with state statutes governing nonprofit corporations, the Board of Directors will have all the duties and powers necessary and appropriate for the overall direction of Corporation, including but not limited to the following:

- a. Performance of any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, these Bylaws, or other written policies and procedures of the Corporation. This includes but is not limited to the following:
 - i. Developing policy and direction of the Coalition.
 - ii. Managing the annual work plan of the Coalition in conformance with the provisions of these Bylaws.
 - iii. Representing the interests of the membership in operational matters, including Coalition meetings, public events and forums, dissemination of information, coordination of activities, and actions to advance the interests and purpose of the Coalition.
 - iv. Developing an annual budget and work plan and approving all
 - v. expenditures according to the budget and work plan. Major changes in the budget must be approved by the Board of Directors.
 - vi. Setting annual dues.
- b. Appointment and removal of Directors and Officers and set their compensation (if any) subject to the limitations of these Bylaws.
- c. Employ and discharge, fix compensation for (if any), and prescribe duties and powers for all Officers, agents, employees, independent contractors, of Corporation.
- d. Manage and oversee the affairs and activities of Corporation and setting policies and procedures.
- e. Enter into contracts, leases, or other agreements which are, in the judgment of the Board, necessary or desirable to obtaining the purposes of promoting the interests of Corporation.
- f. Acquire, manage, improve, encumber, leverage or dispose of real or personal property, through any lawful method.
- g. Oversee the participation in financial transactions such as loans, debt obligations, investments, endowments, promissory notes, bonds, deeds of trust, mortgages, pledges, etc.

- h.** Indemnify the Directors, Officers, agents, employees, or independent contractors for liability alleged against or incurred by persons in this capacity or arising out of the person's status or obtain insurance for these purposes.
- i.** Uphold the Bylaws, Policies and Procedures of the Corporation.
- j.** Report and update each individual's mailing addresses with the Secretary of the Corporation and receive Corporate notices at that address.
- k.** The Board of Directors may engage in acts that are in the best interests of Corporation and that are not in violation of State and Federal laws. No Director will have any right, title, or interest in or to any property of Corporation. There will be no cumulative voting among Directors.

3. Terms

All Directors will serve a 3-year term. Corporation will utilize staggered terms or any other reasonable method to preserve institutional knowledge continuation. There is no limitation on the number of terms a Director may serve.

4. Election Procedures

Election of Directors will occur as a regular order of business at the annual meeting. Directors will be elected by a simple majority vote of the voting members. New Directors will assume office at the next regularly scheduled board meeting after the annual meeting.

Any eligible member interested in serving may nominate themselves as a candidate. Nominations may come also come from a member of the Board. Nominations may come throughout the year or from the floor at the annual meeting.

The Board will act as the nominating committee and approve all candidates as to eligibility.

Voting members will vote on individual approved candidates for open or expiring seats either by voice vote or by written ballot at the annual meeting.

5. Resignation

A Director may resign or request a leave of absence at any time by giving notice to the Secretary of Corporation. Notice may be electronic. The resignation or request for leave of absence may be deemed effective immediately without formal acceptance. If a resignation is effective at a later date, the Board may fill the pending vacancy before the effective date and the new Director will be seated on the effective date. If less than 3 Directors will remain after the resignation or leave of absence, the resignation or request for leave of absence is not effective until a successor is elected to maintain the legal minimum.

6. Leaves and Absences

A Director on leave is considered an inactive member of the Board of Directors and does not have a vote.

7. Termination and Removal

Any Director may be removed at any time with or without cause, by an affirmative vote of at least a simple majority of the remaining Directors. The matter of removal may be acted upon at any meeting of the Board of Directors. The Director subject to removal may not vote on the matter. Upon removal, if required to maintain board minimum number, an interim Director may then be appointed to fill the vacancy created until the next annual meeting.

8. Vacancies

Vacancies in the Board of Directors are filled by appointing an interim Directors to fill the seat until the next annual meeting.

9. Compensation

No compensation will be paid to Directors of Corporation for their services, time, and efforts as Directors. Directors, however, may be reimbursed for necessary and reasonable actual (documented) expenses incurred in the performance of their duties.

10. Regular Meetings

The board will meet at least quarterly, at an agreed upon time and place. Notice of the meeting will include a written meeting agenda and will be given to all Directors at least 5 days (but not more than 30 days) before the meeting. Board members will notify the Chair of any absence at least one day before the meeting.

11. Special or Emergency Meetings

Special meetings of the board may be called upon the request of the Chair, or by one-third of the board. Notice will be provided at least 24 hours before the meeting.

12. Meeting Notices

Notices may be given personally, by mail, e-mail, telephone, or facsimile.

Directors may waive the notice requirements. Attendance at the meeting is considered a waiver of notice requirements unless the Director objects at the beginning of the meeting that it was not properly called and does not participate in the meeting.

13. Meeting Quorum

At all meetings of the Board of Directors, a quorum is achieved when at least one-third of the active Directors are present. If a quorum is not reached, then no voting may occur. The acts of the majority

of the Directors present at a meeting at which a quorum is present are the acts of the Board of Directors.

14. Voting

During Board meetings, all matters are decided by a simple majority vote.

15. Proxies

Voting by proxy is NOT permitted.

16. Private Entity – Open Meetings Not Required

Corporation is a private entity not subject to open meetings law and government data practices. The Corporation may hold its meetings open to the public from time to time, if desired.

17. Meeting Procedures

All questions of order with respect to any meeting or action of Corporation, its Board of Directors, or any committee appointed hereunder are resolved in accordance with Robert's Rules of Order Newly Revised, as modified from time to time, or in any another orderly manner that is deemed appropriate by the Chair.

18. Meeting Decorum

Corporation follows best and lawful practices for conducting business meetings. The Board of Directors will exemplify, communicate, and enforce the expectation that meetings are conducted in an orderly and respectful manner. The Board of Directors reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. The Chair / Chair has the sole responsibility to require order in a meeting. To that end, the Chair / Chair has the authority to call a Director, Officer, or member to order, and exclude non-members. If necessary to maintain an orderly meeting, the Chair / Chair has the authority to remove a participant from the meeting. The Vice Chair may act in the Chair / Chair's place if required.

19. Remote Participation

As permitted by state law, board meetings may occur either in part or solely through remote communication, if desired. The method of remote communication must allow all board members present to participate in the meeting and hear each other at the same time. Board members may appear by phone, virtually, or in person.

20. Written Action Without a Meeting

As permitted by state statute, any action required or permitted to be taken at a Board of Director's meeting may be taken by written action signed or consented to by authenticated electronic

communication (i.e. votes by e-mail, online, fax, etc.), by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

VI. Officers

21. Principal Officers

Principal Officers of Corporation are: Chair, Vice Chair, Secretary and Treasurer. At the discretion of the Board of Directors, other Officers such as Registrar, etc. may be elected with duties that the Board will prescribe.

22. Election of Officers

Officers must first also be Directors of Corporation. Officers are elected annually from the pool of Board Members at the first Board meeting after January 1, following the annual meeting. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the Officer term. The Board of Directors will also have the authority to appoint temporary acting Officers as may be necessary during the temporary absence or disability of serving Officers.

23. Terms

All Officers will serve a 1-year term that coincides with a portion of their term as Director. There will be no limit to the number of terms an Officer may serve.

24. Resignation

An Officer may resign by giving notice to Corporation. The resignation is effective immediately and without formal acceptance when the notice is given to the Board, unless a later effective date is named in the notice. Notice may be electronic.

25. Removal

Any Officer may be removed from their position with or without cause by a vote of the remaining Directors. The matter of removal may be acted upon at any meeting of the Board of Directors. The Officer subject to removal cannot vote on the issue. After a removal another Board member will be appointed to serve in an interim capacity to fill the vacancy.

26. Compensation

Corporation may retain the services of individuals as Officers from outside the pool of Directors (ie: CEO, CFO, COO, etc.). These Officers will receive reasonable compensation for their services, time, and efforts. The amount and frequency of payments will be reasonable, determined from time to time by the Board in accordance with the Conflicts of Interest Policy, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws. In addition, Officers may be

reimbursed for necessary and reasonable actual (documented) expenses incurred in the performance of their duties.

27. Duties

The officers of the board will consist of a Chair, Vice Chair, Secretary and Treasurer. Their duties are as follows:

- a. Chair.** The Chair will convene regularly scheduled board meetings, will preside at meetings or arrange for other Directors to preside at each meeting in the following order: Vice Chair, Secretary, Treasurer. The Chair does not have any extraordinary authority or veto power due to their Office.
- b. Secretary.** The Secretary will be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- c. Treasurer.** The Treasurer will make a report at each board meeting. The Treasurer will assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.
- d. Vice-Chair.** The Vice-Chair may chair committees or task forces on special subjects as designated by the board and may serve in the Chair's absence when needed.

Officers of Corporation (including those not named here) also have additional duties and powers as prescribed from time to time by the Board of Directors in addition to the duties and powers described by these Bylaws.

VII. Committees & Task Forces

1. Authority

The Board of Directors may act through committees or ad-hoc task forces. The Board may create these groups through resolutions adopted by a simple majority of the Board of Directors. Each group has the duties and responsibilities granted to it from time to time by the Board. These groups are at all times subject to the control and direction of the Board. At least one member the committee or task force must be a Board Member. All others may be member volunteers of Corporation, if desired.

2. Committees and Task Forces

Committees or Task Forces will serve until their defined assignments are completed. Committees may expend funds only as authorized by the Board of Directors.

3. Executive Committee

The Board of Directors, by resolution adopted by a majority of the Board, may (but does not need to) establish an Executive Committee to consist of the Chairs of any standing committees and the Board Chair. The Chair is the Chair of any Executive Committee. The creation of an Executive Committee *does not* relieve the Board of Directors of any of its responsibility. It is subject to the direction and control of the full Board. The role of the Executive Committee, if established, is solely to organize the agenda for each board meeting. In keeping with nonprofit sector best practices, the Executive Committee never has authority to act on behalf of the full board for any reason.

4. Meetings

Meetings of the individual committees and task forces may be held at a time and place as may be determined by a majority of the committee or task force members, by the Board Chair, or by the Board of Directors. Notice of meetings will be handled under the same provisions for board meetings, including the ability to waive notice requirements. A simple majority constitutes a quorum for any committee or task force meeting.

VIII. Executive Director(s), Employees, & Independent Contractors

1. Designation

The Board of Directors may select an Executive Director (whether it uses this title or another comparable title). The Executive Director will be engaged by and act as the administrative agent of the Board of Directors to administer the affairs of Corporation and implement the policies and decisions of the Board of Directors. The Executive Director has no power or authority apart from that which is delegated to them by the Board of Directors, and the Board has the duty and responsibility to adequately monitor the actions of the Executive Director. The Executive Director may be a non-voting ex officio member of any standing committees and may attend and may participate in all meetings of the Board of Directors except when matters regarding their employment and compensation are under consideration. The Executive Director may not also serve as a Director and / or Officer of Corporation.

2. Compensation

Corporation may pay compensation to the Executive Director, employees, and other independent contractors for services rendered. The amount and frequency of payments will be reasonable, determined from time to time by the Board, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

3. Checks, Drafts, Petty Cash Fund

The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for Corporation. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board of Directors.

IX. Volunteers.

The Board of Directors may establish policies and procedures to recruit, train, and utilize volunteers in the operation of its activities and fulfillment of its purpose and mission. Corporation may maintain insurance policies to cover those serving as volunteers.

X. Management Provisions

1. Financial Year

The accounting year of Corporation will begin on January 1 and end on December 31.

2. Annual Budget & Financial Information

The Board will consider programmatic goals and financial objectives in planning for the annual budget. The Board must review and adopt the budget annually. During the financial year, expenditures must be within budget, unless the budget is revised with Board approval. Any major change in the budget must be approved by the Board. Financial reports are required to be submitted to and reviewed by the full Board no less than quarterly. At minimum, the Board will regularly review the Corporation's: income statement, balance sheet, and budget to actual reports. At minimum, the Board will review annually, the annual financial report, any audit reports, and IRS 990 information return.

3. Accounts

- a.** Corporation will maintain appropriate checking, savings, or other accounts at a reputable bank or financial institution under the name of Corporation.
- b.** The Chair and Treasurer are authorized to act as signatories on all Corporation financial accounts. In the event the Presidency is temporarily vacant, or the Chair is removed or incapacitated in some manner, the Secretary or Vice Chair is authorized to temporarily act as a signatory in the Chair's place. In the event the Treasurer's position is temporarily vacant or the Treasurer is removed or incapacitated in some manner, the Secretary or Vice Chair is authorized to temporarily act as a signatory in the Treasurer's place. Corporation

will at all times have at least two signatories on every bank account or financial account.

- c. All money raised in Corporation's name will be deposited in Corporation's account as charitable assets and used for Corporation's charitable purposes according to State and Federal fundraising laws and rules.

4. Records

Corporation's will keep at the registered office address or in an online filing system correct and complete copies of its articles and bylaws, accounting records, voting agreements, and minutes of meetings of members, board and committees or task forces for the last six years.

5. Inspection

A voting member or Director may inspect all records in section 4, either in person or by agent or attorney, for any proper purpose at any reasonable time. A proper purpose is one reasonably related to the person's interest as a member or director of the corporation.

Upon request Corporation will give a member or Director who requests it a financial statement (i.e. consolidated financial statements, or income statement and balance sheet, etc.) for the last annual accounting period and a balance sheet with a summary of its assets and liabilities as of the closing date of the last monthly accounting period.

6. Ownership of Intangible Assets

Directors and Officers may from time to time establish accounts on behalf of the Corporation for third party services such as web domains, web services, software services, donor or member lists, etc. All accounts of this nature are assets of the Corporation and should be opened in the name of the Corporation whenever possible. If ownership cannot be established in the name of the Corporation, the individual Director or Officer must grant secondary authority whenever possible or share account information and log in credentials to another Director or Officer to preserve right of access to these assets and accounts.

7. Legal Instruments

All contracts, agreements, and other legal instruments executed by Corporation must be issued in the name of Corporation, not the individual name of a Director or Officer. The Board may establish internal controls or policies which control the number of officers required to sign legal instruments.

While Directors and Officers may have authority to sign official documents on behalf of Corporation, they may do so only after proper consideration and approval by the full Board of Directors. In the event the Board has not approved of the legal instrument, then the individual Director or Officer is personally liable.

8. Loans

Loans and other debts are not permitted without authorization of the Board of Directors specifically authorizing the loan or debt. All loans and debts for Corporation must comply with state laws governing nonprofits.

9. Periodic Reviews

To ensure Corporation operates in a manner consistent with its charitable purposes; that it files all required paperwork and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews will be conducted. The periodic reviews will, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits and vendor payments are reasonable, based on competent survey information, and the result of arm's length bargaining;
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in private inurement, impermissible private benefit or in an excess benefit transaction;
- c.** Whether Corporation is properly filing annual paperwork with the state agencies for charitable solicitation registration, corporate entity registration, unemployment insurance, sales tax revenue reporting, income tax reporting, social security administration, etc. Corporation will file the Form 990 with the IRS annually.
- d.** Whether Corporation is in compliance with state and federal fundraising regulations.

10. Affiliations

Corporation may maintain professional affiliations that benefit and strengthen the organization and its capacity to fulfill its mission.

11. Policies and Procedures

The Board of Directors may establish policies and procedures including but not limited to:

- a.** To maintain records of decisions made by the Board in one central location;
- b.** Regarding internal financial controls;
- c.** Regarding conflict of interest;
- d.** Regarding gifts and grants to other individuals/organizations;

- e. Regarding investments and endowment funds;
- f. Regarding employees and volunteers; and
- g. Regarding other topics that may become reasonable and necessary.

XI. Amending the Articles of Incorporation and Bylaws

Corporation has the power to amend the Articles of Incorporation and any Bylaws. Subject to restrictions imposed by state statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of a simple majority of all Directors at a properly called meeting of the Board of Directors.

Certification

These Bylaws were approved at a properly conducted meeting of the Board of Directors of Corporation by a majority vote.

Secretary

Date

Amended: December 1998
 Amended: November 2000
 Amended: October 2006
 Amended: December 2008
 Amended: December 2014
 Amended: July 2018

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