

BY-LAWS OF the NATIONAL GRAZING LANDS COALITION

These By-Laws of THE NATIONAL GRAZING LANDS COALITION are made and effective, on this date: February 24, 2020.

1. ORGANIZATION

- A. The name of the organization shall be THE NATIONAL GRAZING LANDS COALITION (NatGLC), formerly the Grazing Lands Conservation Initiative (GLCI).
- B. In the by-laws the organization shall be referred to as the NatGLC.

2. PURPOSE

NatGLC is organized to foster and facilitate voluntary conservation management of private grazing lands and associated public grazing lands.

3. MEMBERSHIP

Membership in this organization shall be open to all who are assigned in the following categories:

General Membership:

Shall be limited to those organizations having members who are directly involved in the management of private grazing lands, and whose policies support the sustainable yield of products and services from private grazing lands. Individuals from Member Organizations will be staggered within the organization. Board Members will serve up to ten consecutive years from one organization with a re-certification letter from their Member Organization every two years. All appointed producer members are considered to be a Board of Director members. All BOD positions will meet the basic tenant of being a private grazing lands producer (currently or formerly) involved in the use of private grazing lands for the harvest of agricultural products or the conversion of these renewable resources into articles or services of use.

All organizations will have two voting members and one alternate member.

New organizational members to the NatGLC shall be considered at the annual BOD Meeting.

A listing of Current Member Organizations are listed in NatGLC Policy Handbook.

Regional At Large Membership:

Three regional at large Board of Directors positions will be voted upon at the annual BOD meeting and confirmed by a majority vote of the Board of Directors. Positions are three year terms that will be alternated over the three years with nominations provided to the BOD from State Grazing Coalitions. The purpose of these positions are to provide opportunities for state level input and interaction from the states with the BOD. No consecutive terms will be given.

Emeritus Membership:

This membership shall be limited to those people who have served at meritorious levels of service/performance as a BOD member or in support of NatGLC. This is termed and a lifetime honor. Emeritus Members are not active voting members but serve in an advisory capacity.

Advisory Committee:

Shall be limited to corporations, organizations, or agencies whose policies support the NatGLC purpose in Section 2 (above). Advisory committee members are confirmed by majority vote of the BOD for a term not to exceed two (2) years, terms and are not limited. Advisory Committee members are non-voting members of the BOD.

Advisory Member - is a person, organization, or local, state, regional or federal agency representative who might wish to support the purposes of or be supportive of NatGLC on a broad scale. Advisory partners may sit in on BOD meetings to advise the Board and provide information on specific policies, procedures and programs available. The BOD or the NatGLC staff will keep the Advisory Member(s) informed about Coalition activities. The Advisory Member(s) will cooperatively reciprocate information to the Board.

New advisors to the BOD shall be considered at the annual BOD Meeting and may be added with the approval of a majority vote of the BOD.

A listing of the Current Advisory Committee is listed in the NatGLC Policy Handbook.

4. MEETINGS

- A. The annual BOD meeting of this organization shall be held no later than the 2nd Thursday of September each and every year except if such day is a legal holiday, then and in that event, the BOD, shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws. Notice shall be given to all members the date of the annual business meeting at least two months prior to the meeting. . All other BOD in-person meetings or teleconferences will occur at the discretion of the Executive Committee with 60 days notice for in-person meetings. .
- B. Notification be sent to every BOD member in good standing, telling the time and place of such NatGLC meetings.
- C. Regular meetings of this organization shall be held as announced. Meetings may be conducted in person or via teleconferences, internet, or other methods of communication as available where all members have an equal capability to participate.
- D. The presence of 2/3 of the Executive Committee shall constitute a quorum and shall be necessary to conduct the business of this organization.
- E. Special meetings of the BOD may be called by the Chairman at least 10 days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called.

5. VOTING

At meetings, all votes shall be by any means directed by NatGLC Chair.

Executive Committee and BOD members can bring issues to membership for voting.

A vote passes with a majority vote of present BOD members.

The Board of Directors may vote to change its name by a 2/3 majority.

The following will require a vote of 2/3 of the current Member Organizations: 1. New General Member Organization(s), 2. Amendments to the By-Laws, 3. Removal of a Board of Director member.

6. ORDER OF BUSINESS

Roberts Rules of Order for all BOD and Executive Committee meetings.

BOARD OF DIRECTORS

- A. The business of this organization shall be managed by the Board of Directors
- B. The Board of Directors shall have the control and management of the affairs and business of this organization.
- C. Each BOD member shall have one vote. A proxy vote may be made by the alternate of the organization if one or more of the organizations voting member(s) is not present.
- D. The NatGLC Chairman shall also serve as the Chairman of the Executive Committee. The Chairman is elected by a majority vote to a three-year term at the annual business meeting.
- E. Agendas for all meetings will be sent to all general members, advisors and others.
- F. The Board of Director members must be present at 2/3 of the called Board meetings (teleconferences or face to face meetings) during any calendar year. The Chairman may excuse an absence under unusual circumstances.

EXECUTIVE COMMITTEE

- A. The day to day operation of this organization shall be managed by the Executive Committee. The Executive Committee will consist of the Officers elected from the General Membership and consist of the following positions.
 - CHAIRMAN
 - VICE CHAIRMAN
 - SECRETARY
 - TREASURER
 - 3 – GENERAL BOARD MEMBERS
- B. Nominations will be received from the BOD members for each of the officer positions from those who's terms within the year at an in-person board meeting of the calendar year. A majority vote will decide who holds the officer positions.
- C. The general board members will be voted on at an in-person BOD meeting of year and they shall serve for a term of three (3) years. A Majority vote will occur.
- D. Each Executive Committee member shall have one vote and such voting may not be done by proxy.
- E. Vacancies in the Executive Committee shall be filled by a vote of the majority of the BOD to serve until the next annual BOD meeting.
- F. The Chairman shall preside at all meetings. He/she shall present at each annual meeting of the organization an annual report of the work of the organization. He/she shall appoint all committees, temporary or permanent. He/she shall see all books, reports and certificates required by law are properly kept or filed. He/she shall be one of the officers who may sign the checks or drafts of the organization. He/she shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.
- G. In the Chairman's absence, the Vice-Chairman shall act as Chairman.
- H. The Secretary shall direct all communications of the NatGLC. The Secretary will work with NatGLC staff to maintain the minutes and records of the organization. It shall be his/her duty to file any certificate required by any statute, federal or state. The Secretary shall give and serve all notices to members of this organization.
- I. The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. The Treasurer must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. The Treasurer is

required to provide an annual report at the annual BOD. The Treasurer shall exercise all duties incident to the office of Treasurer.

- J. The BOD members elected to the Executive Committee will serve as liaisons to established committees.

7. COMPENSATION

The Executive Committee shall hire and fix the compensation of any and all NatGLC employees with occurrence of the BOD. All NatGLC employees' compensation will be reviewed annually.

8. COMMITTEES

All committees of this organization shall be appointed by the Chairman and approved by the BOD. Individual committee members are appointed by the Chairman with BOD approval.

9. AMENDMENTS

Amendments to these By-laws will require a vote of 2/3 of the Member Organizations. Notice of such amendments shall be communicated at least thirty (30) days prior to adoption.

10. CONFLICT OF INTEREST

All BOD members and NatGLC staff are required to sign and adhere to the official NatGLC Conflict of Interest.

11. RESIGNATION AND REMOVAL

BOD resignations are effective upon receipt by the Secretary (or receipt by the Chairman or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification. If a Director fails to attend three consecutive meetings of the Board, the BOD shall evaluate the Director's contribution to the work of the organization, his or her reasons for not attending the meetings, as well as any other relevant factors, and if it appears to be in the best interest of the organization, may declare the position vacant.

12. INDEMNIFICATION

Indemnification is handled in the NatGLC Policy Handbook.


The Board may authorize the purchase of and maintain insurance on behalf of any Eligible Person against any liability asserted against or incurred by him/her which arises out of such person's status in such capacity or out of acts taken in such capacity, whether or not the Association would have the power to indemnify the person against that liability under law.

13. DISSOLUTION

- A. NatGLC will be dissolved by approval of a two-thirds majority vote of the BOD in attendance. A written notice to dissolve NatGLC must be given at least ten (10) days prior to a meeting of the BOD.
- B. The unobligated assets held by NatGLC will be dispersed to any non-profit organizations. The distribution of unobligated assets shall be decided by a two-thirds majority vote of the general membership in attendance.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the date first above written.

CHAIRMAN



Authorized Signature
Chad B. Ellis

Print Name and Title

VICE CHAIRMAN



Authorized Signature
Patricia A Pfeil

Print Name and Title

SECRETARY

Authorized Signature

Print Name and Title

TREASURER

Authorized Signature

Print Name and Title

Adoption of By-Laws:

Date: February 24, 2020