

BY-LAWS

NORTH DAKOTA NATURAL RESOURCES CONSERVATION TRUST

ARTICLE I

OFFICES

The principal office of the Trust in the State of North Dakota shall be located in the County of Burleigh. The Trust may have such other offices as the Board of Directors may designate or as the business of the Trust may require from time to time.

The registered office of the Trust, required by the North Dakota Non-Profit Corporation Act to be maintained in the State of North Dakota, may be, but need not be identical with the principal office in the State of North Dakota, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

MEMBERSHIP

The corporation shall have no members other than the Board of Directors.

ARTICLE III

MEETINGS

1. **MEETINGS:**

- a. The meetings of the Trust shall be held at least four (4) times a year at a date, time, and place to be determined by the Board of Directors.

- b. Notice of each meeting shall state the date, time, and place of the meeting and shall be mailed to each member of the Board of Directors at least ten (10) but not more than thirty (30) days prior to such meeting.
- c. A quorum at a meeting shall be a majority of the Directors and a majority vote shall be decisive.

2. SPECIAL MEETINGS:

- a. Special meetings may be called by the Chair and shall be called upon request of a majority of the members of the Board of Directors.
- b. Notice of each special meeting shall state the date, time, place, and purpose of the meeting and shall be mailed to each member of the Trust at least ten (10) but not more than thirty (30) days prior to such meeting.
- c. No business shall be transacted at any special meeting except as stated in the notice.
- d. Concurrence of the majority of those present in any matter shall be necessary for its determination and a majority vote shall be decisive.

ARTICLE IV

BOARD OF DIRECTORS AND OFFICERS OF THE TRUST AND VACANCIES

- 1. The Board of Directors shall consist of the Soil Conservation District Supervisors serving in the capacity of Director of the North Dakota Association of Soil Conservation Districts.

The Board of Directors will meet, organize and elect a chair, vice chair and a secretary/treasurer. The chair and vice-chair shall be elected for one year with a maximum of two years. The secretary/treasurer shall be elected for one year with no restriction on serving consecutive terms.

2. DUTIES OF OFFICERS:

a. The Chair shall:

- 1) Be the chief executive officer of the Trust.
- 2) Preside at all meetings of the members and directors.
- 3) Have general and active management of the business of the Trust.
- 4) See that all orders and resolutions of the Board of Directors are carried into effect.
- 5) Be an ex officio member of all standing committees.
- 6) Have the general powers, duties, and management responsibilities usually vested in the office of Chair of a board.
- 7) Appoint any committee that the Chair may deem advisable to expedite the work of the Trust.

b. The Vice Chair shall:

- 1) In the absence or disability of the Chair perform the duties and exercise the powers of the President.
- 2) Perform such other duties as the Board of Directors may prescribe.

c. The Secretary shall:

- 1) Keep minutes of all meetings.
- 2) Perform such other duties as the Board of Directors may prescribe.

d. The Treasurer shall:

- 1) Have custody of the Trust funds, and at the time of the annual meeting and at such other times as requested by the Board of Directors, shall report an accounting of all funds collected and expended.

The duties of the Secretary/Treasurer may be delegated to and carried out by the Chief Executive Officer of the North Dakota Association of Soil Conservation Districts as determined by the Board.

ARTICLE V

POWERS AND AUTHORITIES OF THE TRUST BOARD OF DIRECTORS

The Board of Directors shall:

1. Be vested with the management of the affairs of the Trust within the policies established by the By-Laws or by the Directors at their meetings.
2. Define and establish the policies and procedures of the Trust between the meetings of the Trust.
3. Review, revise as necessary, and approve annual budgets for the expenditures of the Trust. It shall have the power to authorize expenditures, seek and accept contributions, authorize contracts in the name of the Trust and authorize the employment of personnel to further the work of the Trust.
4. Formulate and direct into effect plans and programs for achieving the purposes of the Trust.
5. The Board of Directors may, by resolution adopted at any meeting by a majority vote of the total number of directors the Trust would have if there were no vacancies, designate an

Executive Committee of three or more Directors. The Executive Committee shall be appointed following the annual meeting of the Trust each year and the Board of Directors shall have the right to fill vacancies. The Executive Committee shall have, and may exercise during the intervals between the meetings of the Board of Directors, all powers of the Board of Directors as may be delegated and permitted by law. Regular meetings of the Executive Committee may be held as determined by said committee.

6. The Board of Directors shall have the right to create and dissolve standing and special committees as deemed necessary.

ARTICLE VI

PROXY VOTING

Proxy voting shall not be permitted.

ARTICLE VII

AMENDMENT OF BY-LAWS

The Board of Directors shall have power to add any provision to, or to alter, or to repeal any provision of these by-laws by a vote of the majority of all the directors at any regular or special meeting of the Board of Directors, provided the notice of such meeting shall contain a copy of the proposed amendment, alternation or repeal.

ARTICLE VIII

PARLIAMENTARY PROCEDURE

The rules of parliamentary procedure as laid down in Robert's Rules of Order shall govern all meetings of the Trust where not in conflict with the Articles of Incorporation or the By-Laws of the Trust or the purposes of the Trust.

CERTIFICATE

The By-Laws of the North Dakota Natural Resources Conservation Trust were adopted at a regular meeting of members held on June 23, 2014 pursuant to the By-Laws of the Trust and the Laws of the State of North Dakota at which a quorum was present and the resolution adopting these By-Laws received the unanimous vote of the members present.

Dated December 8, 2014

NORTH DAKOTA NATURAL RESOURCES CONSERVATION TRUST

BY: Perry C. Bollum
Perry Bollum, Vice-Chair

AND: LeAnn M. Harner
LeAnn M. Harner, Secretary

Kathleen A. Hinrichsen
WITNESS