

# KANSAS GRAZING LANDS COALITION, INC.

## BYLAWS

### Article I Offices

Section 1. Principal Office. The corporation's principal office for the transaction of business shall be located at 2530 Argonne Drive, Salina, Saline County, Kansas 67401.

Section 2. Registered Office. The corporation, by resolution of its board of directors, may change (i) the location of its registered office as designated in the Articles of Incorporation to any other place within the State of Kansas, and (ii) its resident agent at such registered office, or both. Upon adoption of such resolution or resolutions, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State.

### Article II Membership

Section 1. Membership. All individuals, organizations, grazing group members, advisory partners, formal partners, and agencies involved in the Kansas Grazing Lands Coalition (KGLC) up to the March 14, 2006, meeting shall be considered founding members of KGLC. Members are defined as follows:

- a. **Grazing Groups** - KGLC provides the opportunity for local stakeholders and others to participate in Coalition activities through grassroots groups known as grazing groups. Grazing groups are recognized once local participants endorse the KGLC mission and vision. Each organized KGLC grazing group selects one person (and one alternate) from their board or steering committee to represent their interests as a member on the Board of Directors.

A **grazing group member** is a person, organization, or agency that wishes to work with the Coalition at the local level. Group members may or may not have a county or region interest in the Coalition, but want to participate as a local partner with the Coalition working cooperatively on mutually compatible and beneficial projects.

b. **Advisory Partner** - is a person, organization, or local, state, regional or federal agency representative who might wish to support or be supported by the Coalition on a broad scale. Advisory partners may sit in on Board of Directors meetings to advise the Board and provide information on specific policies, procedures and programs available. The Board of Directors or the KGLC staff will keep the Advisory Partner(s) informed about Coalition activities. The Advisory Partner(s) would cooperatively recipitate information to the Board.

Section 2. Voting. A majority vote of all members in attendance at KGLC meetings shall be required for all KGLC business.

Section 3. New Members. New partners will be approved by a two-thirds majority vote of the Board of Directors. A vote to accept new or advising partners shall be announced at least ten days prior to a meeting of the general membership.

#### Section 4. Responsibilities

##### A. Role of the General Membership:

1. Establish goals and objectives for KGLC
2. Set administrative policy
3. Develop and review KGLC programs
4. Elect new general members
5. Nominate and elect Board members
6. Nominate officers
7. Resolve membership conflicts and questions
8. Adopt or amend KGLC Bylaws as necessary

##### B. Advisory role of KGLC:

1. Represent local concerns regarding environmental,

economical and social issues that pertain to the conservation of grazing lands.

2. Develop strategies or solutions that will help resolve conflicts between private and public interests concerning grazing land issues.
3. Further the understanding of the conservation of the grazing lands to the general public.
4. Serve as a liaison between the private sector and public agencies and organizations that have an interest in or responsibility for grazing lands issues.
5. Promote awareness of issues pertaining to the conservation of grazing lands.
6. Gain commitments and establish partnerships regarding the conservation of the grazing lands from all interested parties.
7. Facilitate cooperation between private landowners, state and federal agency personnel, and other interested parties concerned with area-wide needs of the conservation of grazing lands.

### C. Funding

1. Seek and direct the use of funds toward sound management practices that enhance the biological, economic, cultural integrity of the conservation of the grazing lands.
2. Obligate no expenditures without having adequate funds.

### Section 5. Withdrawal from Membership.

- a. Individuals and organization may withdraw from the general membership by simple notification to the Board.
- b. Memberships may be revoked by a *two-thirds* majority

vote by the general membership in attendance. A vote to revoke membership shall be announced in writing at least 10 days prior to a meeting of the general membership.

Section 6. Dues. Member dues, if any, shall be determined by two-thirds majority vote of the general membership in attendance. A vote to determine membership dues shall be announced in writing at least 10 days prior to a meeting of the general membership.

### Article III Board

Section 1. Board. The Board shall be comprised of up to fifteen (15) members. Board members will be selected from the partners/grazing groups/ organizations/individuals/agency “pools” within the core membership. At least seventy-five (75) percent of the Directors will be directly involved in a ranching enterprise, or closely associated with a ranching enterprise. The Board will be comprised of private and/or public entities with a strong interest in Kansas grazing lands systems. The Board will not receive compensation for their services.

Section 2. Selection Process for Board Members. The grazing groups/organization/agency pools will nominate their respective Board representative(s). Each nomination must be confirmed by a *two-thirds* majority vote of the board of directors in attendance. A vote to confirm Board members shall be announced in writing at least 10 days prior to a meeting of the general membership.

Section 3. Terms. At the first election of Board members, one (1) Board member shall serve a term of one year, two (2) Board members shall serve a term of two years, two (2) shall serve a term of three years, and two (2) shall serve a term of four years. Board members elected thereafter shall serve four-year terms. Officers shall serve a term of 2 years, and may be re-elected for the same position for 2 consecutive terms. **Board members may serve up to 3 consecutive terms.**

Section 4. Meetings. Board meetings will be held at least semi-annually or when appropriate, whereas meetings for the general membership

shall be held at least annually. Additional meetings may be called by the Chairman or by a simple majority of the Board.

Section 5. Quorum. A quorum for the purposes of conducting business at KGLC Board meetings shall consist of at least four (4) Board members. A quorum at general membership meetings shall be defined as all members in attendance.

Section 6. Withdrawal from Board.

a. Board members may withdraw by simple notification to the Board.

b. Board membership may be revoked if: (1) The member no longer qualifies for the position he or she was selected to represent, or (2) A Board member is non-active (defined as being absent from 3 consecutive Board meetings). In either case, the withdrawal from Board membership must be made by a *two-thirds* majority vote by the general membership in attendance. A vote to revoke a Board member shall be announced in writing at least 10 days prior to a meeting of the general membership.

Section 7. Vacancies. When a vacancy on the Board exists, the Secretary may receive nominations for representatives from members in advance of the Board meeting. If time allows, the nominations will be sent out to Board members with the regular Board meeting announcement to be voted upon at the next Board meeting. The member who is elected to fill the vacancy will fill out the term of that particular Board member.

Section 8. Role of the Board.

Carry out the mission of the KGLC.

1. Supervise personnel actions
2. Oversee finances
3. Conduct audits
4. Make interim policy
5. Appoint and oversee standing and interim committees
6. Oversee progress and financial reports
7. Call meetings
8. Elect officers

Section 9. Special Meetings. Special meetings of the Board shall be

called upon the request of the Chair or one-third of the Board. The Secretary or designee shall send out notices of the special meetings to each Board member postmarked fourteen (14) days in advance.

#### Article IV Officers

The officers of the Board shall consist of a Chairman, Vice-Chair, and Secretary/Treasurer. The Chairman will be the executive head of KGLC, and shall: (1) be responsible for the conduct of its affairs; (2) preside at all meetings of the Board and general membership; and (3) appoint special committees as he/she deems necessary. The Vice-chair shall have the power and perform the duties of the Chairman in case of absence or disability. The Secretary/Treasurer, or designee, which may be a paid position, shall: (1) keep a complete record of the proceedings of all KGLC meetings in a book specifically provided for that purpose, and while holding office, shall be the custodian of the same; (2) serve all notices required by law and these bylaws, and as directed by the Board; (3) be the custodian of all minute books, records, deeds, contracts, instruments, papers and files of the organization; (4) be the custodian of all funds, securities, etc; and (5) make an annual financial statement showing all income and expenses, and all liabilities and assets of the KGLC, which shall be submitted to KGLC members upon request.

#### Article V Committees

Section 1. Committee - The Board may create committees as needed. Some examples of committees could be created are fundraising, projects, etc. The Board will set up a Finance Committee to develop and review fiscal procedures, fundraising plans and annual budget with staff and other Board members.

Section 2. Finance Committee – The Board of Directors must approve the KGLC budget, prior to the beginning of the new fiscal year.

Any changes in the budget must receive prior approval from the Board. The staff shall not exceed their expenditure limits as set forth in the budget, unless they were to receive approval from the Board, prior to encumbering the expenditure.

The staff shall submit a financial report to the Board for review at the annual meeting. This report shall include income, expenditures and pending income. All financial records of the organization will be open to the members.

## Article VI Miscellaneous

Section 1. Indemnification of Directors and Officers. When a person is sued, either alone or with others, because he is or was a director or officer of the corporation, or of another corporation serving at the request of this corporation, in any proceeding arising out of his alleged misfeasance or nonfeasance in the performance of his duties or out of any alleged wrongful act against the corporation or by the corporation, he shall be indemnified for his reasonable expenses, including attorney's fees incurred in the defense of the proceeding, if both of the following conditions exist:

- a. The person sued is successful in whole or in part, or the proceeding against him is settled with the approval of the court.
- b. The court finds that his/her conduct fairly and equitably merits such indemnity.

The amount of such indemnity, which may be assessed against the corporation, its receiver, or its trustee, by the court in the same or in a separate proceeding, shall be so much of the expenses, including attorney's fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although he is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the corporation, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to

be given also to the members in the manner provided in Article II for giving notice of members' meetings, in such form as the court directs.

Section 2. Fiscal Year. The board of directors shall have the power to fix and from time to time change the fiscal year of the corporation. In the absence of action by the board of directors, however, the fiscal year of the corporation shall be the calendar year.

Section 3. Bylaws Amendment. New bylaws may be adopted or these bylaws may be amended or repealed by a *two-thirds* vote of the general membership in attendance, provided, however that notice of the proposed amendments is given to the membership at least 10 days prior to the meeting at which such vote is to be taken.

## Article VI Dissolution

A. KGLC will be dissolved by approval of a *two-thirds* majority vote by the general membership in attendance. A written notice to dissolve KGLC must be given at least 10 days prior to a meeting of the general membership.

B. Assets: The unobligated assets held by KGLC will be dispersed to non-profit organizations of government agencies for the benefit of the public as provided by the provisions of section 21-1991 to 21-9101 (General Nonprofit Corporation Act). The distribution of unobligated assets shall be decided by a *two-thirds* majority vote of the general membership in attendance. A written notice to disperse unobligated funds must be given at least 10 days prior to a meeting of the general membership.

**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify:

(1) That I am the duly elected and acting secretary of the Kansas Grazing Lands Coalition, a Kansas not-for-profit corporation; and

(2) That the foregoing bylaws, comprising of 8 pages, constitute the amended bylaws of said corporation, as duly adopted by the directors of said corporation on the 7th day of May, 2018.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
, Secretary/Treasurer