**BY-LAWS**

**OF**

**NORTHERN PLAINS SUSTAINABLE AGRICULTURE SOCIETY**

**BYLAW I**

Name and Purpose

SECTION 1. Name. The name of this non-profit corporation shall be the "Northern Plains Sustainable Agriculture Society” (NPSAS), incorporated under Chapter 10, North Dakota Nonprofit Corporation Act.

SECTION 2. Purpose. This corporation is organized to promote conservation as informed by regenerative/sustainable agricultural techniques; to accomplish research and education about sustainable agriculture….To this end, the corporation shall at all times be operated exclusively for charitable purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code.

**BYLAW II**

Membership

SECTION 1. Member. The NPSAS shall have the following types of annual memberships

1. Household (household residents are eligible to attend NPSAS events at member rates)
2. Student (ages 18 years and older with a current student ID)
3. Business (2 representatives are eligible to attend NPSAS events at member rates)
4. Lifetime (by appointment of the Board of Directors)

SECTION 2. Representation. Each membership category shall be entitled to one (1) vote.

SECTION 3. Membership Fees. Membership fees shall be set by the Board of Directors.

**BYLAW III**

Membership Meetings

SECTION 1 Annual Meeting. The Annual Meeting of the NPSAS membership shall be held in the first quarter of the calendar year. The Annual Meeting shall include elections to the Board of Directors, the presentation of financial reports, and member approval of any resolutions deemed necessary to the operation of this organization and in accordance with these Bylaws.

SECTION 2 Notice of Annual Meeting. Notice of the Annual Meeting shall be sent to Members by mail, email, or by other electronic means not less than ten (10) days nor more than sixty (60) days prior to the Annual Meeting. The Notice shall include the purpose, time, and place of the meeting, as well as appropriate information about nominees and resolutions on which members will be expected to vote.

SECTION 3. Special Meeting. Special Meetings may be called by a majority (51%) of the Board of Directors, or by ten percent (10%) of voting Members or fifty (50) voting Members, whichever is less. No other business other than items specified in the notice shall be transacted at the Special Meeting.

SECTION 4. Notice of Special Meeting. Written notice stating place, time, purpose and names of those calling a Special Meeting shall sent to Members by mail, email, or by other electronic means not less than ten (10) days before the meeting.

SECTION 7. Quorum. Ten percent (10%) of the voting Members or fifty (50) voting Members, whichever is less, either present in person or by electronic means, shall constitute a quorum. If a quorum is not achieved, the Members at the meeting are entitled to adjourn the meeting without further notice.

SECTION 8. Voting. Each membership category in good standing qualifies as one (1) vote in the NPSAS. Voting for directors and/or resolutions may be conducted by mail, email, or via other electronic means agreed to by a majority of the Board of Directors. A Nominating Committee will be authorized by the Board of Directors on an annual basis to bring forth a slate of candidates for open Board positions. The slate shall be approved by a majority of the Board before being brought to the Membership for a vote.

**BYLAW IV**

Directors

SECTION 1. General Powers. The Board of Directors shall be responsible for the governance of the NPSAS and shall include exercising fiduciary responsibility for the organization in good faith. The Board shall have the power to adopt operational policies, set membership rates, and govern the affairs and property of the NPSAS in accordance with these Bylaws and in compliance with North Dakota and federal law governing nonprofit corporations.

SECTION 2. Number of Directors. The Board shall consist of no less than three (3) and no more than nine (9) Directors.

SECTION 3. Terms of Directors. Directors shall be elected for a three (3) year term by the Members during the first quarter of the calendar year. Director terms shall be staggered to balance continuity with new perspectives and will begin from the date of election. No directors shall serve more than (3) consecutive terms.

SECTION 4. Qualifications of Directors. In order to be nominated as a Director, a candidate must be a Member in good standing and possess no conflict of interest with the purposes and goals of the organization. Directors shall not be paid employees of the organization but may be reimbursed for reasonable and substantiated expenses. Additional guidance for appropriate compensation shall be provided by the NPSAS *Conflict of Interest Policy*.

SECTION 5. Vacancies and Removal. A vacancy on the Board may be filled by a majority (51%) of the Directors at a regular meeting. The person filling the vacancy shall meet all qualifications for service as noted in Section 4 above and may serve for the duration of the unexpired term. Absence from (3) consecutive regular board meetings may be deemed a voluntary resignation by the Board. A Director may be removed by a two-thirds (66%) majority of the Board of Directors provided that the full Board has been given a thirty (30) day notice that states the purpose, time, and location of the meeting and includes the name(s) of the Director(s) to be removed. Only the Director(s) named in the notice may be removed at the meeting.

SECTION 6. Regular Meetings. The Board of Directors shall meet a minimum of four (4) times per year, one of which shall be the Annual Meeting. The time, place, and location of the meetings shall be set by the Board Chair. Notice of meetings shall be given not less than ten (10) days in advance of the meeting. Members of the Board of Directors may participate in meetings via telephone or other electronic means as agreed to by a majority of the Board.

SECTION 7. Quorum. A majority (51%) of Directors present in person or electronically shall constitute a quorum for the transaction of business at any regular or special meeting of the Board.

SECTION 8. Voting. Each director shall have one vote. Official actions require the consent of a majority (51%) of Directors. Voting by proxy shall not be permitted.

SECTION 9. Authorization without Meeting. Any action that may be taken at a meeting of the directors may be taken without a meeting if authorized in writing and signed by all the directors or consented to by authenticated electronic communication by all of the directors who are entitled to notice of the meeting for such purpose.

**BYLAW V**

Officers

SECTION 1. Officers. The officers of the Board shall be Chair, Vice-Chair, Secretary and Treasurer.

SECTION 2. Election and Term of Office. Officers shall be elected annually by a majority (51%) of the Board of Directors at the first regular meeting following the Annual Meeting. Vacancies to fill unexpired terms may be filled by a majority (51%) of the Board of Directors at any regular or special meeting of the Board.

SECTION 3. Suspension and Removal. Any officer of the Corporation appointed by the Board of Directors may be removed or suspended by a majority (51%) of the Board of Directors if removal of the officer would serve the best interests of the NPSAS.

SECTION 4. Chair. The Chair shall exercise supervision over the affairs of NPSAS, including the timely filing of returns, reports, and other statements required by law on behalf of the Corporation. The Chair shall authorize notices for all meetings of the Board and the Membership, chair the Executive Committee, and preside over all meetings unless that duty is delegated to another.

SECTION 5. Vice-Chair. In the absence or disability of the Chair, the Vice-Chair will perform the duties of the Chair, as well as any other duties the Chair of the Board has assigned to the Vice-Chair

SECTION 6. Secretary. The Secretary shall record the minutes of the meetings of the Board of Directors and perform any other duties that the Chair has assigned to the Secretary.

SECTION 7. Treasurer. The Treasurer shall review all financial statements, chair the Finance Committee, and perform any other duties that the Chair has assigned to the Treasurer.

**BYLAW VI**

Committees

SECTION 1. Establishment of Committees. The Board of Directors may establish such committees and task forces as is advisable to assist with the governance of The NPSAS.

SECTION 2. Executive Committee. An Executive Committee shall include the Officers of the Board and may include the past president. Executive Committee members may meet outside regular Board meetings but do not have the power to make decisions on behalf of the Board unless specifically authorized by the Board to do so. Minutes of Executive Committee meetings shall be shared with the full Board at its next regular meeting.

**BYLAW VII**

Miscellaneous

SECTION 1. Fiscal Year. The fiscal year of this corporation shall begin on the first day of September and end on the thirty-first day of August of each year.

SECTION 2. Annual Reviews & Audits. The Board shall call for an annual review of financial records and an audit every two years until such time as the IRS recommendations indicate that an annual audit is a best practice to be adopted due to the size and activity level of the NPSAS.

**BYLAW VIII**

Conflict of Interest

SECTION 1. Disclosure of Conflict of Interest. Directors shall disclose conflicts of interest and complete a *Conflict of Interest Statement* annually at the first regular meeting of the Directors following the annual meeting and election. Additional guidance on what constitutes a conflict of interest shall be provided by the NPSAS *Conflict of Interest Policy.*

**BYLAW IX**

Indemnification

### Standards of Conduct

. The following standards of conduct shall govern the conduct of the Board:

#### Standard and Liability

. A Director shall discharge the duties of the position of Director in good faith, and in a manner the Director reasonably believes to be in the best interest of NPSAS, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A person who so performs those duties is not liable by reason of being or having been a Director of NPSAS.

#### Reliance

. A Director is entitled to rely on information, opinions, reports, or statements, including financial statements, and other financial data, in each case prepared or presented by:

one of more officers or employees of NPSAS whom the Director reasonably believes to be reliable and competent in the matters presented;

##### counsel, public accountants or other persons as to matters that the Director reasonably believes are within the person's professional or expert competence; or,

##### a committee of the Board upon which the Director does not serve, as to matters within its designated authority, if the Director reasonably believes the committee to merit confidence.

This subdivision (2) does not apply to a Director who has knowledge concerning the matter in question, but makes unwarranted the reliance otherwise permitted by this subdivision (2).

## SECTION 1. Liability for Certain Acts. The Board shall act in a manner the Board believes in good faith to be in the best interest of NPSAS and with such care as an ordinarily prudent person in a like position would use under similar circumstances. The Board shall not be liable to NSPAS or its Members for any action taken in managing the business or affairs of NPSAS if the Board performs the duty of the Board in compliance with the standard contained in this Section. The Board shall be entitled to rely on information, opinions, reports or statements, including but not limited to financial statements or other financial data prepared or presented in accordance with the provisions of the North Dakota Century Code.

SECTION 2. Indemnity of the Manager. To the fullest extent permitted by law, NPSAS shall indemnify the Board and make advances for expenses to the Board arising from any loss, cost, expense, damage, claim or demand, in connection with the Board’s status as a board member of NPSAS, the Board’s participation in the management, business and affairs of NPSAS or the Board’s activities on behalf of NPSAS, but only if and to the extent such participation or activities are so authorized pursuant to the terms and provisions of this Agreement and the Board has performed its duty in accordance with the standard contained in Section 1 above and in compliance with these Bylaws.

**BYLAW X**

Amendment of By-Laws

SECTION 1. Amendments. These Bylaws may be amended or repealed and new bylaws may be adopted by a three-fourths (75%) vote of the Board of Directors at any regular or special meeting of the Board of Directors.

Updated and approved on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Chair

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Secretary