



Nebraska Grazing Lands Coalition

By-Laws

These by-laws define the operational functions of the Nebraska Grazing Land Coalition defined as an entity in its Articles of Incorporation.

I. PURPOSE and OBJECTIVES

The purpose and objectives within the by-laws will coincide with those stated in the Articles of Incorporation listed below:

Art. II, Section 1: Purpose.

The Nebraska Grazing Lands Coalition is organized for the enhancement of tribally and privately owned grasslands and grazing lands in the state of Nebraska.

Art. II, Section 2: Objectives.

The objectives of this organization are to:

1. Stimulate, encourage and seek assistance to conserve and improve tribal and private grasslands and grazing lands.
2. Coordinate assistance to grazing lands managers with cooperation from colleges, universities, organizations, and federal, state, and local agencies.
3. Promote stronger understanding of the value of grasslands and grazing lands as part of our environment, our communities, and our economy.

II. MEMBERSHIP

The general membership definitions are those listed from the Articles of Incorporation below:

Art. III, Section 1: Coalition Membership.

Membership in the Nebraska Grazing Lands Coalition is open to all cooperators who have a constructive interest in, own or manage the welfare of Nebraska grasslands and grazing lands. NGLC Council, Executive Committee, and Officers will be composed as designated in the organization bylaws.

Art. III, Section 2: Other Interested Parties.

Other parties interested in fulfilling the organizations purpose and objectives may attend organization meetings with voice but no vote in matters.

III. COUNCIL

1. **COUNCIL MAKEUP:** The Council will consist of regional representatives nominated and asked to serve on the Council from Southeast, Northeast, Southwest, Panhandle, North Central and South Central Nebraska.
2. **COUNCIL TERM:** The Council members will serve a three-year term with a preference that two (2) Council members are from each of the six regions. Council members from each region will have staggered terms so that a consistent representation is present from each region. A Council member may serve two consecutive three-year terms by election vote of the majority of

the Council present at the Annual meeting. Vacancies within the Council may be filled by the Executive Committee or nominated by collaborating organizations to complete the term left vacant.

3. **ORGANIZATION REPRESENTATIVES:** Organizations associated with grazing lands use and conservation may each nominate one member to be considered and accepted by the NGLC Council. Other organizations may request to be included after approval of the Council. Current partner organizations will be documented on the approved Partner List.
4. **VOTING RIGHTS:** Council members are eligible to vote on any item of business, proposition, or election within the Nebraska Grazing Lands Coalition by presence, phone, facsimile or email.
5. **TERMINATION OF COUNCIL MEMBERSHIP:** A Council member may be terminated for insufficient participation should they have two or more unexcused absences from regular meetings. Council membership may be terminated by written resignation, death, or a majority vote of the Council membership if found to have taken actions or made statements detrimental to completion of the Coalition's objectives and may be terminated forthwith. However such member shall have an opportunity to defend him/herself against accusations made or pending.

IV. ELECTED OFFICERS AND ADVISORS

1. **ELECTED OFFICERS:** Elected officers of the Council will be the Chairperson, Vice Chairperson, and Treasurer. A Secretary will be elected if no Coordinator is in place. At least one of these officers will represent one of the regions within the state. Officers will be elected at the Annual meeting.
2. **EXECUTIVE COMMITTEE:** The Chairperson, Vice Chairperson, Past Chairperson, and Treasurer shall be referred to as the Executive Committee. All actions taken by this Committee will be reported to the Council at regular meetings.
3. **STATE TECHNICAL COMMITTEE:** A designated representative of the Council will represent the Nebraska Grazing Lands Coalition on the Nebraska NRCS State Technical Committee and report back to the Council.
4. **ADVISORS:** The USDA Natural Resource Conservation Service State Range Management Specialist, a representative of the Nebraska Association of Resource Districts, and a representative of the University of Nebraska – Lincoln system will serve as non-voting advisors to the NGLC. These representatives may be nominated by their respective agency. Other agency advisors may be added by Executive Committee decision.
5. **COORDINATOR:** The Coordinator shall serve at the pleasure of the Executive Committee, and they shall determine his/her compensation and duties. The majority of duties shall be set forth in a Coordinator Contract. All expenses incurred in the official conduct of NGLC business by the Coordinator shall be set forth in the Coordinator Contract or by approval of the Executive Committee. A decision grid shall be designed by the Executive Committee and the Coordinator to identify which actions need Executive Committee approval, those that require Council approval and which are discretionary by the Coordinator. Overall, the Coordinator should follow the actions set forth in meetings, and seek the approval of the Executive Committee on most other issues. The Coordinator's role includes supporting all Executive Committee functions, all project functions, serving as a key administrative support and completing those items in the Coordinator Contract.
6. **TERMINATION OF OFFICER POSITION(S):** The Council may, during any regular meeting, vote (a majority vote) to remove any elected or appointed officer when in the Council's

judgment, the best interest of the organization would be served thereby. Any vacancies occurring on the Council by death, written resignation, removal, or otherwise may be filled for the unexpired portion of the term by the Council at any regular meeting.

V. DUTIES OF OFFICERS:

1. **CHAIRPERSON:** The Chairperson shall be the principle executive officer of the Council and shall, in general, supervise and control all the business and affairs of the Council according to parliamentary procedure. The Chairperson shall preside at all meetings of the Council and all functions with the exception of the Election process at the summer meeting which will be chaired briefly by the Past Chairperson. With the attestation of the Secretary or other Officer authorized by the Council, the Chairperson may sign any deeds, mortgages, bonds, contracts, or other instruments on behalf of the Nebraska Grazing Land Coalition. In general, the Chairperson shall perform all duties incidental to the office of Chairperson and such other duties as prescribed by the Council from time to time. The Chairperson's voting privileges are limited to tie-breaking votes as per Roberts Rules of Order.
2. **VICE CHAIRPERSON:** In the absence of the Chairperson or in the event of that person's inability or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson.
3. **PAST CHAIRPERSON:** The Past Chairperson shall provide a facet of continuity to the organization. The Past Chairperson shall chair both the Nominating Committee when needed, and shall oversee and organize an annual fiscal audit by an on objective party not currently engaged in the organization's current fiscal business and provide a report at the Annual Meeting.
4. **TREASURER:** The Treasurer shall be responsible for all funds and accounting in close association with the contracted Fiscal Entity. If the services of a Fiscal Entity are not contracted, the Treasurer shall have charge and custody of and be responsible for all funds and securities of the Council; receive and give receipts for monies due and payable to the Council from any source whatsoever; and deposit all such monies in the name of the Council in such banks, trust companies, or other depositories as shall be selected in accordance with provisions outlined or directed by the Council and/or the Executive Committee. The Treasurer, shall in general, perform all duties incidental to the office of Treasurer, with the exception of those delegated by contract to a Fiscal Entity, and such other duties as assigned by the Chairperson.
5. **COORDINATOR:** The Coordinator, with the direction of the Executive Committee, shall be responsible for carrying out the policies of the organization; generate and maintain all records of the organization, transact business under the Articles and By-Laws of the organization; and be fully responsible to conduct those functions and affairs of the organization as set forth in the Coordinator Contract and as designated by the Executive Committee and the Council. The Coordinator shall serve in the Secretary role for the organization recording functions and generating necessary correspondence as directed by the Executive Committee and promote the organization when and where possible. The Coordinator, as the face of the organization, shall maintain a personable demeanor and a reputation of the highest standards. The Coordinator shall maintain communications as necessary with the members and general public. The Coordinator has the responsibility for having minutes of meetings and treasurer's reports taken, preserved and presented when needed. The Coordinator shall prepare and post all necessary notices as required by law or Council policy. The Coordinator will take a primary and collaborative role in generating promotional materials and reports as assigned.
6. **FISCAL ENTITY:** When appropriate the Council may contract a fiscal entity to have charge and custody of and be responsible for all funds and securities of the Council; receive and give

receipts for monies due and payable to the Council from any source whatsoever; and deposit all such monies in the name of the Council in such banks, trust companies, or other depositories as shall be selected in accordance with provisions outlined or directed by the Council and/or the Executive Committee. The fiscal entity may also be contracted to track efforts, make disbursements, and assist in generation of reports when needed.

VI. MEETINGS

1. **MEETINGS:** The Nebraska Grazing Lands Coalition shall conduct four (4) to five (5) regular meetings each year with the Annual Meeting identified for Coordinator update, project reports, election of Officers and the Fiscal Meeting (February) identified for by-law revisions, reports and audit as well as other necessary business. Voting decisions shall be made by simple majority of those members present, by phone, by email, or by written proxy vote delivered to the Chairperson. Meeting schedules should be available to the Council and the public at least 15 days advance of the function.
2. **SPECIAL MEETINGS:** Special Meetings of the Council may be called by the Chairperson or any four (4) Council members. Requests for Special Meetings must be made in writing to the Coordinator and/or the Chairperson. All Special Meeting require ten (10) days advance notice in writing or waiver of notice by all Council members. Only business specified in the request can be addressed at a Special Meeting.

VII. COMMITTEES

1. **EXECUTIVE COMMITTEE:** The NGLC Executive Committee shall consist of the organization's officers (Chairperson, Vice Chairperson, Treasurer, Past Chairman, Committee Chairpersons and the Coordinator) but the Coordinator will not vote. This shall be the only standing committee within the Nebraska Grazing Lands Coalition.
2. **OTHER COMMITTEES:** Other standing, ad-hoc and project committees will be established as per organization by-laws and the needs or projects undertaken by the Council. All Committees will have designated Chair(s) and assigned duties as set forth by the Executive Committee or the Council.

VIII. BUSINESS

1. **CONTRACTS:** The Council may authorize any officer(s) or agents(s) of the organization in addition to those officers already empowered, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization. Such instances will be documented and pertain only to the specific instances identified.
2. **CHECKS, DRAFTS, FUNDS TRANSFERS:** All checks, drafts, or orders for payment of monies, notes or other evidences of indebtedness issues in the name of the organization shall be signed by such officer(s), or agent(s) of the Council, and in such manner shall from time to time be determined by the resolution of the Council in the absence of such determination by resolution by the Council, such instruments shall approved by the Chairman or Treasurer and signed by the Fiscal Entity. Expenditures on debit and credit cards may be completed by the Coordinator in a manner approved by the Executive Committee.
3. **DEPOSITS:** All funds of the Council shall be deposited from time to time to the credit of the Council in such banks, trust companies, or other depositories as the Council may select.
4. **GIFTS:** The Council may accept any contribution, gift, bequest, devise, property, or grant for the general purposes or for any special purpose of the Council.

IX. POLICY FORMULATION

1. POLICY FORMULATION:

- a. Policy for this organization shall be stated in two forms, both of which are public policies. The first, resolutions, are defined as action policy, or objectives, all the resolutions taken together shall constitute the current action plan for the NGLC. The second form shall be basic policy statement, which shall be several policies which clearly define the NGLC's position in matters critical to the purpose and objectives of the coalition, which may not require any action.
- b. The active members of the Coalition may submit policy proposals to the NGLC Executive Committee for referral to the appropriate review committee, which must then accept and consider all proposals so submitted.
- c. Policy proposals will be reviewed by the Council to ensure compliance with NGLC objectives. Valid proposals will be voted on by the Coalition at the Annual Meeting.
- d. Each resolution should be acted on by the Coalition individually, to either support or not support. Basic policy statements may be acted on in their entirety.
- e. The Council shall be empowered to prepare and present resolutions or basic policy statements to the appropriate review committee at any time for their consideration.
- f. All Nebraska Grazing Land Coalition resolutions shall stand unless rescinded or amended through regular policy formulation procedures, with the exception that they can be re-approved by a Consent Agenda vote elaborating the details of the resolutions being considered for re-approval. Basic policy statements shall be reviewed annually in their entirety by respective review committees.
- g. The Council shall have the authority to interpret current resolutions when necessary; and it may, with prudence, modify existing resolutions and basic policy statements when unforeseen circumstances develop justifying such action, providing such action is approved by a two-thirds vote of the Council present and voting.

2. ORGANIZATIONAL POLICY:

- a. Article Changes: Changes in the organizational articles will be made by a 2/3 vote of all members present at the Annual Meeting after being distributed a minimum of 60 days in advance to all known members and disseminated to the public.

3. OPERATIONAL POLICY

- a. By-Law Changes: Changes to the organization by-laws can be made by a majority vote at the Annual Meeting so long as dissemination of the proposed changes has been provided to members and the public via public notice 30 days in advance of the Annual Meeting.
- b. Policy Formulation: Formulation of policy shall be conducted within the guidelines set forth in the organization by-laws.

X. BUDGET

1. BUDGET PREPARATION: The Executive Committee will draft and deliver a Budget for presentation and acceptance at the Fall meeting.

2. FISCAL AUDIT: The Past Chairperson or Executive Committee will arrange a fiscal audit to be conducted each year by an objective and qualified entity which will be presented to the general membership at the Annual Meeting.
3. FUNDING: The NGLC program and operational efforts will be funded by a variety of fiscal streams including donations, grants, grants and collaborative efforts.
4. PROJECT SUB-BUDGETS: The Executive Committee and Coordinator will generate and maintain a sub-budget on each project undertaken, and have reports of those incorporated into the Annual Budget Report.

XI. REPORTS

1. REPORTS: An Annual Report will delivered to the general membership each year at the Annual Meeting by the Chairman, the Chairman’s designee or the Coordinator. Additional reports may be generated by the Executive Committees or its designees as needs arise.

XII. MISCELLANEOUS PROVISIONS

1. FISCAL YEAR: The fiscal year of the NGLC shall be from January 1 to December 31 of each year.
2. NON-LIABILITY: All officers, members, advisors, committee chairs, Coordinators of this organization shall be exempt from debts or actions of the organization. If this limitation of liability is too broad, then the above provision shall be enforced to this fullest extent as provided by law.
3. PUBLISHING: The Council may authorize the publishing of papers and periodicals as deemed necessary and appropriate.
4. PROPERTY MANAGEMENT: All property and equipment will be managed in a manner appropriate for each project and as designated by the Executive Committee.

By-Laws – First Reading/Publishing: 07/28/08

Second and Final Reading: 08/11/08

Accepted by:

_____ Date
 Chairman, NGLC Executive Committee

_____ Date
 Vice – Chairman, NGLC Executive Committee