

ND SOIL AND WATER EDUCATION FOUNDATION BOARD OF DIRECTORS

DIRECTORS:

Myron Senechal (2009)

Jon Stika (2010)

Ron Luethe (2011)

Jennifer Heglund (2012)

Bob Bird (2013)

ADVISORS TO THE BOARD:

Lena Bohm

Cal Thorson



NORTH DAKOTA SOIL AND WATER CONSERVATION FOUNDATION BYLAWS

January 20, 1995

Article I - Name

Section 1. The name of the Foundation shall be the "North Dakota Soil and Water Conservation Foundation" hereafter referred to as the Foundation (incorporated under the North Dakota Nonprofit Corporation Act).

Article II Purpose

Section 1. To operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as now enforced or as hereafter amended.

Section 2. To provide financial assistance and support to all facets of Soil and Water education within North Dakota.

Section 3. To obtain contributions, donations, gifts, bequests, or devise entirely for the development of an endowment fund of North Dakota Soil and Water Foundation, the interest therefrom to be used for the purposes announced in this Article, except for amounts sufficient to meet costs of incorporation, development of the aforesaid endowment fund, and expenditures incidental.

Section 4. In the event that a donor conveys real estate or an interest therein to this corporation to assist in carrying out the aforesaid purpose, this corporation may return such real property, or may sell said real estate, and in furtherance of such sales, the Board of Directors may delegate to designated officers of this corporation necessary authority to sell said real estate either privately or publicly, except that no member of the board of directors may purchase any property sold **by** this corporation **by** private sale. Upon sale of said real estate, officers of this corporation as designated by the Board of Directors shall execute deeds of conveyance, contracts for deed, leases, and accept mortgages from purchasers. In the event that this corporation may become a party as a remainderman, and should it ever be required to join in executing a lease on real property included in such remainder, then this corporation may become a party to such leasehold. This corporation shall have full and complete authority to develop, manage and operate any real estate received by this corporation, and such development, management or operation shall be at the direction of the Board of Directors, North Dakota Soil and Water Foundation.

Section 5. In the event that a donor shall donate and convey grains, livestock, stocks, bonds, securities, or any other types of valuable property, this Foundation may retain, sell, or exchange such property as deemed advisable by the Board of Directors, of the Foundation, and in furtherance of such sale or exchange of such property, the Board of Directors may delegate to designated officers of this corporation necessary authority to sell such property either by public or private sale, and pursuant thereto execute all necessary documents of transfer and sale. However no such property shall be sold at private sale to any member of the Board of Directors, of the Foundation.

Section 6. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein, or by Chapters 10-24 through 10-28 of the North Dakota Century Code, or by Section 501(c)(3) of the Internal Revenue Code of 1954, as now enforced or hereafter amended.



Section 7. The foregoing statement of corporate purposes shall not be construed as restricting or limiting in any way the general powers of this corporation, or their exercise and enjoyment, as they are expressly or impliedly granted by Chapters 10-24 through 10-28 of the North Dakota Century Code and known as the "North Dakota Non-profit Corporation Act", except those powers not in furtherance of exempt purposes under Section 501(c)(3) of the Internal Revenue Code of 1954 as now enforced or hereafter amended.

Section 8. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributed to, its officers, directors, or other private persons, except that the Corporation shall be authorized and empowered to reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Section 9. No part of activities of the Foundation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it in any manner, or to any extent, participate in or intervene in any manner to any extent participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state or local laws.

Section 10. Upon dissolution of the Foundation, all remaining Foundation assets shall be distributed to North Dakota Chapter of the Soil and Water Conservation Society or like organization to be used by respective individual chapters or Soil and Water Conservation Society exclusively for educational purposes within its meaning of Section 501(c)(3) of the Internal Revenue Code as amended.

Article III Location and Headquarters

Section 1. The headquarters of the Foundation shall be the office or home of the Corporations Registered Agent or the address designated by the Board of Directors.

Section 2. The area shall be the State of North Dakota as covered by the North Dakota Chapter of the Soil and Water Conservation Society.

Article IV - General Powers

Section 1. The Corporation shall have its powers in accordance with Chapters 10-24 through 10-28 of the North Dakota Century Code except for those powers not in furtherance of exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as now enforced or hereafter amended.

Article V - Membership in the Foundation's Board of Directors

Section 1. The affairs of this corporation shall be managed by its Board of Directors.

Section 2. The Foundations Board of Directors shall consist of five (5) persons serving staggered five year terms appointed by the North Dakota Chapter of the Soil and Water Conservation Society executive committee. Persons shall serve until the successor has been duly qualified and appointed.

Section 3. The North Dakota Chapter of the Soil and Water Conservation Society Past-President and President shall serve as nonvoting members of the Foundation's Board of Directors to facilitate and assure communication between the Foundation and the North Dakota Chapter of the Soil and Water Conservation Society.

Section 4. No proxy shall be permitted in the voting of the Board of Directors.



Section 5. A simple majority of the Board of Directors shall constitute a Quorum as a meeting of the Board of Directors.

Section 6. All directors shall be at least 18 years of age and may serve consecutive terms. Directors need not be Soil and Water Conservation Society members, but should be persons of demonstrated expertise in financial, business, or agricultural matters and have expressed a commitment to soil and water conservation education.

Article-VI Officers

Section 1. The Foundation officers shall consist of President, Vice--President, and Secretary/Treasurer, selected by the Foundation's five-member Board of Directors from among the Board.

Section 2. No individual shall hold more than one position on the Board of Directors except the Secretary/Treasurer, who may also serve as registered agent as determined by the Directors.

Section 3. The term of office of appointed directors shall commence immediately following the appointment, and shall perform the duties of their respective offices until their successors shall qualify.

Section 4. The Board of Directors is responsible to conduct the business of the Foundation and supervise all its activities.

Article VII - Board of Director Appointments

Section 1. The initial Board of Directors shall be appointed by the North Dakota Chapter of the Soil and Water Conservation Society executive committee.

Section 2. Before any candidate is appointed, it shall first be ascertained that they are willing to serve.

Section 3. Candidates may be from any Soil And Water Conservation Society Chapter in North Dakota.

Section 4. Candidates may be nominated by a member of the North Dakota Chapter of the Soil and Water Conservation Society. Nominations shall be submitted not later than 30 days prior to the expiration of the Director's term of office.

Section 5. Vacancies of unexpired terms on the board may be filled by the Foundation President, with the consent of the Board of Directors, if the period remaining is not more than 2 years. For periods greater than 2 years, a vote of the Board of Directors is required.

Article VIII - Committees

Section 1. The Foundation Board President, with the advice of the Directors, shall establish committees to facilitate the activities of the Foundation within the scope of its purposes and objectives, The Foundation President will appoint the head of each committee.

Section 2. Committee heads will report and make recommendations to the Foundation President as requested.

Article IX - Meetings

Section 1. Meetings of the Board of Directors shall be held at-such time and place as deemed necessary by the Foundation President to promote the purposes of the Corporation and the purposes of the Foundation.

Article X - Equal opportunity

Section 1. All programs and activities of the Foundation are administered without discrimination in its programs on the basis of race, color, national origin, sex, religion, age, disability, political beliefs, and marital or familial status.

Article XI Status and Dissolution

Section 1. The Foundation may be dissolved by a resolution requesting dissolution passed by a majority of Directors voting by mail ballot or at a meeting called for the purpose, providing that notice of such action has been mailed to all Directors at least 60 days prior to closing date for mail ballots, or date of meeting, if the vote is to be taken at a meeting.

Article XII – Amendments

Section 1. The initial bylaws of the Corporation have been adopted by its Board of Directors.

Section 2. Bylaws may be adopted, amended, or repealed by the Board of Directors. Any member of the Board of Directors may propose the adoption, amendment, or repeal of other bylaws to the Board of Directors by a majority vote of mail ballots at any meeting of the Foundation providing notice of all proposed changes has been mailed to all Directors at least 30 days prior to date of meeting, if the vote is taken at the meeting.

Article XIII - Communication and Reports

Section 1. The Board of Directors shall submit an annual financial report to the North Dakota Chapter of the Soil and Water Conservation Society and to the Soil and Water Conservation Society and such other information as the Soil and Water conservation Society shall require.