

# **NORTHEASTERN NEVADA STEWARDSHIP GROUP, INC.**

## **BY-LAWS**

(As amended by the Board of Directors on February 1, 2007)

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### **MISSION STATEMENT**

#### **Whereas:**

As the Northeastern Nevada Stewardship Group, we appreciate:  
Opportunities which allow us to live and work in Northeast Nevada;  
Natural resources which enable local prosperity;  
Productive ecosystems which provide healthy environments and quality lifestyles;  
Our western heritage, culture and customs.

#### **Therefore:**

In order to ensure a better future for our families, community and future generations,  
To build trust among our diverse citizenry, and to  
Ensure sustainable resource use,  
We join together as full partners to  
Provide a collaborative forum for all willing participants.  
We are dedicated to dynamic, science-based resolution of  
Important issues related to resource stewardship and  
Informed management of our public lands with  
Positive socioeconomic outcomes.

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### **ARTICLE I – MEMBERSHIP**

#### **Section 1. Membership**

The Northeastern Nevada Stewardship Group, Inc. (Stewardship Group) shall be open to all individuals, organizations, interest groups, businesses, corporations and governmental agencies.

#### **Section 2. Fees**

The Board shall have the ability to establish an annual membership fee that indicates support for the capacity of the organization.

#### **Section 3. Membership Renewal**

An annual inquiry will be made of the membership to verify participation and to request payment of the membership fee.

In order to achieve success in accomplishing the mission of the Stewardship Group, it is necessary for the membership to maintain an active interest.

### **ARTICLE II – MEETINGS**

#### **Section 1. Annual Meeting**

The annual meeting for the Stewardship Group will be held in April of each year.

## **Section 2. Meetings**

Regular meetings of the Stewardship Group will be called as needed by the Board of Directors and will generally be held once per month. As needed, regular meetings may be facilitated by an outside facilitator selected by the Board of Directors.

Special training sessions on pertinent topics will be held as needs require or opportunities are presented.

## **Section 3. Place of Meetings**

Regular meeting locations and times shall be determined by the Board of Directors.

## **Section 4. Quorum and Approvals**

A quorum of the Stewardship Group shall consist of 10% of the membership, providing there is a quorum of Board members present. A constituted quorum of the membership can approve a resolution, proposal, or other action at any scheduled meeting

Approval of any resolution, proposal or other action brought before the members will be by consensus. Consensus is defined as all parties at a scheduled meeting either approve or accept to can live with the action.

Approval of any resolution, proposal or other action brought before the members will be by consensus. Consensus is defined as all parties approve of or can live with the action. If reasonable discussions fail to result in consensus, then a fall-back approval process of 80% consensus (approve or can live with) shall be adopted.

# **ARTICLE III – FINANCES**

## **Section 1. Operating Funds**

The Stewardship Group will operate on donations and grants from individuals, *agencies*, groups or corporations. All donations will be accepted in accordance with applicable state and federal laws and regulations. Funding or Services Agreements can be entered into from time to time. At the discretion of the Board, separate accounts or accounting systems may be set up to fund the work of Standing or Special Committees.

## **Section 2. Fiscal Year**

The Fiscal Year of the Stewardship Group shall be from January 1 to December 31.

# **ARTICLE IV – OFFICERS**

## **Section 1. Officers**

Officers shall consist of a President, Vice President, Secretary and Treasurer.

## **Section 2. Terms of Office**

The term of office shall be for a twelve-month period commencing in May and ending in April of the following year.

## **Section 3. Election of Officers**

Officers shall be elected at the scheduled meeting in April of each year. Nominations of officers shall be by open solicitation, and election shall be by ballot, voice or other method of voting. A slate of officers shall be solicited by a Nominations Committee and presented to the membership. The Nominations Committee will discuss position descriptions, terms, and responsibilities with prospective Board members.

## **Section 4. Records**

All officers shall maintain a file of essential records. These records will be transferred to their successor within thirty days of the election.

### **Section 5. Duties of Officers**

The President shall preside at all meetings of the Stewardship Group and Board of Directors, and at the annual meetings. During any absence of the President, the Vice President shall preside. In the event of the absence of both, the President or Vice President may appoint a designate to act in his/her absence.

The Secretary shall: 1) keep all records of the Stewardship Group; 2) be responsible for all correspondence; 3) keep a written record of all members; 4) attend all meetings and keep written records of such meetings. During any absence, the Secretary may appoint a designate to act in his/her absence.

The Treasurer shall receive, disburse and be custodian of all funds. The Treasurer shall keep a record of all receipts and disbursements. The Treasurer shall submit a complete written report at the Annual Meeting and will provide all required information for the annual reporting to the Internal Revenue Service and other necessary federal and state agencies.

### **Section 6. Vacancies**

Any vacancy created by the resignation of an officer shall be promptly filled by an election of the membership. Elections to fill any vacancy shall be held within 60-days of the resignation. The newly elected officer shall fulfill the balance of the term of the office of the officer he/she replaces

## **ARTICLE V – BOARD OF DIRECTORS**

### **Section 1. Composition**

The Board shall consist of the organization's Officers, up to six at-large Directors elected from the membership, and the Chairman of the Soil and Water Enhancement Action Team Coalition (SWEATCo). Any member is eligible to be an at-large Director.

### **Section 2. Non-voting Advisors**

Non-voting Advisors to the Board will consist of current Pod chairmen, plus any additional Advisor(s) that the Board appoints to assist the Board in their duties.

### **Section 3. Election of Six At-Large Directors**

Election of the six at-large Director positions shall take place in April of each year or as otherwise determined by the Board. All members will be eligible to vote for Officers and the at-large Directors.

### **Section 4. Terms of Board Membership**

The Term of Board membership will correspond to the term for Officers.

### **Section 5. Duties**

The Board of Directors shall have the duty of general supervision of the Stewardship Group and take care of all business matters related thereto.

### **Section 6. Meetings**

The Board of Directors shall meet at least once per year and all meetings will be open to the membership. Additional meetings of the Board of Directors will be called at the pleasure of the Board. Board meetings are open to attendance by anyone interested in business being conducted by the Northeastern Nevada Stewardship Group, Inc.

### **Section 7. Records**

The Secretary or his/her designate shall record the minutes of all meetings of the Board of Directors. Copies of the minutes shall be made available to the membership. Board of Director's minutes will record roll call votes of the Board on any resolution, proposal, By-Law amendment or other action, to document decisions of the Board and that a quorum of the Board was present.

### **Section 8. Vacancies**

Any vacancy created by the resignation of an at-large director shall be promptly filled by an election of the membership. Elections to fill any vacancy shall be held within 60-days of the resignation. The newly elected director shall fulfill the balance of the term of the office of the director he/she replaces.

### **Section 9. Quorum and Approvals**

A quorum shall be a simple majority of the seated Board of Directors. A quorum shall be required before acting on any resolution, proposal, By-Law amendment, or other action brought before the Board.

Approval of any resolution, proposal, By-Law amendment, or other action brought before the Board will be by voting. A simple majority of those present at a meeting shall be needed to adopt any measure or action by vote.

## **ARTICLE VI – COMMITTEES**

### **Section 1. Standing Committee(s)**

The Soil and Water Enhancement Action Team Coalition (SWEATCo) is duly recognized as a Standing Committee of the Stewardship Group and the chair is a voting member of the Board.

### **Section 2. Special Committees or "Pods"**

Special Committees, also known as "Pods", shall be recommended by the Board of Directors or members and shall serve upon approval by the membership. All members shall qualify to serve as Committee "Pod" Chairmen. Current active Committee Chairmen, may attend Board of Director meetings to share information, request funds and participate in Board discussions, but are advisory only to the Board. Special Committees may be organized to address specific research topics and shall serve to that end.

## **ARTICLE VII – AMENDMENTS**

### **Section 1. Amendments**

These By-Laws may be amended, altered, or added to by the Board of Directors. A simple majority of the eleven Board of Directors is required to be present for any amendments to be approved.

## **ARTICLE VIII – MISCELLANEOUS**

### **Section 1. Definition**

The Stewardship Group is established to provide a forum for all interested parties and shall not be construed to be an adjunct to any organization, industry or governmental agency. The Stewardship Group may, from time to time, help develop policy that may be completely or partially adopted and utilized by any of these entities for purposes of land use management.

## **Section 2. Indemnification**

Membership in the Stewardship Group and any work associated with any of its projects is voluntary and the Stewardship Group will not be responsible or liable for any expenses associated with personal injury or action by any member while undertaking any project work. Any officer or director, or anyone acting under the direction of an officer or director, shall be indemnified by the Stewardship Group against claims, liabilities, expenses and costs necessarily incurred by him in proceeding, civil or criminal, in which he is a party by reason of being or having been such an officer or director, or designated individual, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty to the Stewardship Group.

## **ARTICLE IX – DISSOLUTION**

### **Section 1. Dissolution of Stewardship Group**

The Stewardship Group can be dissolved only by: if there is a period of inactivity of the Stewardship Group for a period of eighteen months, and the Board of Directors votes according to provisions in Article V, Section 8, to support the appropriate steps to dissolve the organization.

### **Section 2. Disbursement of Funds Upon Dissolution**

Any remaining funds available to the Stewardship Group upon dissolution will be given to a compatible non-profit organization as determined by the Board.

**END**