

BYLAWS
OF THE
SOUTH DAKOTA SOIL HEALTH COALITION

ARTICLE I - NAME

Section 1. The name of the organization shall be the South Dakota Soil Health Coalition, hereinafter referred to as the Coalition.

ARTICLE II - PURPOSE

Section 1. The purpose of the Coalition is to address the improvement of soil health by:

1. Promoting voluntary action and respect of property rights.
2. Strengthening partnerships between Ag producers and others who support the purposes of the Coalition.
3. Encouraging voluntary diversification to achieve multiple resource benefits.
4. Increasing the economic, social, and environmental stability of land resources.
5. Supporting education, outreach, and providing up-to-date information on soil health management and research.
6. Enhancing the landowner's ability to achieve greater profitability on an ecologically sound and sustainable basis.
7. Educating the public through the dissemination of scientific knowledge on the conservation and management of all soils and natural resources in South Dakota.

ARTICLE III - GENERAL OPERATIONS

Section 1. The Coalition is a nonprofit organization incorporated under the laws of the state of South Dakota.

Section 2. The Coalition has been recognized for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Section 3. The Coalition is supported by membership dues and other income from activities related to its exempt purpose which is to promote a common interest and not to engage in a regular business of a kind ordinarily carried on for profit. No part of the net earnings or net assets of the Coalition shall benefit or be distributed to its members, trustees, officers, or other private persons.

Section 4. The fiscal year shall be the calendar year.

Section 5. The Coalition may work for the enactment of laws to advance the common business interests of the Coalition's members. However, in-house expenditures may not exceed that amount established by IRS as qualifying for a de minimus exception.

Section 6. Upon the dissolution of the Coalition, the Board of Directors shall distribute the assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed exclusively for such purposes or to such organization or organizations that are organized and operated exclusively for 501(c)(3) purposes.

ARTICLE IV - MEMBERSHIP

Section 1. Regular membership shall be open to any individual who is an owner, operator, or manager of agricultural land resources. Membership is granted upon receipt of annual dues to the Coalition.

Section 2. Application for associate membership shall be open to any entity or organization or individual who is not eligible for regular membership. Associate members are non-voting. Membership is granted upon receipt of annual dues to the Coalition and approval by board of directors.

Section 3. The membership year begins January 1 and terminates December 31.

Section 4. Memberships can be revoked by majority vote of the Board of Directors of the Coalition.

ARTICLE V - MEETINGS OF MEMBERSHIP

Section 1. An annual meeting of the Coalition membership shall be held at a time and location established by the Board of Directors.

Section 2. Special meetings of the Coalition may be called by the Chairperson or a simple majority of the membership.

Section 3. Notice of the annual business meeting and special meetings of the Coalition shall be sent to all members at least 30 days prior to the meeting date.

Section 4. Voting shall be limited to one vote per regular membership.

Section 5. A quorum shall be those regular members present at a duly called meeting.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. The role of the Board of Directors shall encompass such areas as:

1. Developing policy and direction of the Coalition.
2. Managing the annual work plan of the Coalition in conformance with the provisions of these Bylaws.
3. Representing the interests of the membership in operational matters, including Coalition meetings, public events and forums, dissemination of information, coordination of activities, and actions to advance the interests and purpose of the Coalition.
4. Developing an annual budget and work plan and approving all expenditures according to the budget and work plan. Major changes in the budget must be approved by the Board of Directors.
5. Setting annual dues.

Section 2. The Board of Directors of the Coalition shall consist of seven or nine (but not eight) Directors. The number of board members shall be

determined by the Board of Directors. Directors shall be regular members in good standing elected from the regular membership by majority vote of the regular membership present at the annual meeting (see Article 5, Section 5). The Board of Directors shall select a slate of at least one nominee for each open position. Nominations may also be made from the floor. Voting on nominations for directors of the Board of Directors shall be by written ballot except in the case of motions to accept by acclamation.

Section 3. Directors shall serve staggered three-year terms beginning January 1 and following the annual meeting unless appointed by the board of directors to fill an unexpired director's term.

Section 4. Members of the Board of Directors who miss three or more consecutive regular meetings may be removed by majority vote of the Board of Directors.

Section 5. Directors do not receive compensation unless the Board authorizes reimbursement of reasonable expenses incurred in the performance of their duties.

Section 6. Board of Directors meetings.

1. May be called at such times and places deemed appropriate by the Chairman or a majority of the Board of Directors with a recommendation of meeting at least monthly.
2. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors or a committee of the Board of Directors at a meeting or by resolution may be taken in a meeting through the use of any means of communication by which (a) all participating directors may simultaneously hear each other during the meeting, or (b) all communication during the meeting is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors. Correspondence by facsimile or other means of wireless communication shall conclusively be deemed to comply with this Section of these Bylaws.

Section 7. The Board of Directors shall annually elect from the members of the Board of Directors a chair, vice-chair, and a secretary/treasurer at the first Board of Directors' meeting after January 1 and following the annual meeting.

Section 8. A quorum shall consist of board members present at the time of a meeting.

ARTICLE VII - COMMITTEES

Section 1. Committees may be established by the Chairperson of the Board of Directors as needed to accomplish specific objectives. The Committee chairperson and Committee members may be appointed by the Board of Director's Chairperson from either the regular or associate membership bodies.

Section 2. Committees will serve until their defined assignments have been completed.

Section 3. Committees may expend funds only as authorized by the Board of Directors.

ARTICLE VIII - FINANCING

Section 1. The Coalition is authorized to accept grants, gifts, and bequeaths providing such are limited to the stated purpose of the Coalition.

ARTICLE IX - RULES OF ORDER

Section 1. Meetings of the Coalition and Board of Directors shall be conducted in accordance with Robert's Rules of Order Newly Revised and shall govern the Coalition in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Coalition may adopt.

ARTICLE X - INDEMNIFICATION OF OFFICERS

Section 1. Each director or officer now or hereafter serving the Coalition, and each person acting at the request of or on behalf of the Coalition's Board of Directors, shall be indemnified to the fullest extent provided by law against all judgments, penalties, fines, settlements, and liabilities, including reasonable expenses actually incurred by or imposed upon such person in connection with or resulting from any action, suit, or proceedings, civil or criminal, in which they are or may be a party by reason of any action alleged to have

been taken or omitted by them as such director, officer or appointee; provided no indemnification shall be made by the Coalition unless authorized in the specific case after a determination that indemnification is permissible. Such determination shall be made in accordance with the statutory law of the state of South Dakota applicable to such determinations.

ARTICLE XI - AMENDMENTS

Section 1. Amendments to these By-Laws may be proposed at any meeting of the Coalition.

Section 2. Amendments to these By-Laws may be voted on at any meeting of the Coalition. Membership must be given 30 days written notice prior to the meeting. Amendments must be adopted by two-thirds affirmative vote of the regular members present at said meeting, or amendments may be referred to the entire membership for majority vote by letter ballot.

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