

**BYLAWS  
OF THE  
NEBRASKA SOIL HEALTH COALITION**

**ARTICLE I - NAME**

The name of the corporation shall be the Nebraska Soil Health Coalition (hereinafter referred to as the “Coalition”).

**ARTICLE II - PURPOSE AND BASIC POLICIES**

Section 2.01 - Purpose. The purpose of the Coalition shall be exclusively charitable, educational, and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Within the guidance permitted under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the Coalition shall work to advance producer-centered education, outreach, and adoption of soil health principles to build resilient farms, ranches, and communities across Nebraska, including, but not limited to:

A. Nurturing a Producer-led Learning Community of on-farm research/demonstration, education, mentorship, and support among Nebraska’s farmers, livestock producers, ranchers, and landowners;

B. Promoting and strengthening cooperation among producers seeking to improve soil health, water quality, other ecosystem services, and profitability of agricultural lands with specific sub-state regional context;

C. Building on the critical livestock component of enhanced soil health to further Nebraska’s rich grasslands endowment and its vibrant livestock industry;

D. Advocating, educating and being a conduit between members and available funding entities to enhance the adoption of soil health practices;

E. Strengthening coordination, collaboration and communication among producers, other individuals, agribusiness, and organizations seeking to improve soil health and long-term soil resilience;

F. Building a shared vision across all Nebraskans for increasing the economic, environmental, and societal resilience of Nebraska’s agricultural land resources;

G. Utilizing and expanding up-to-date science-based information pertaining to soil health principles and implementation relevant at the local level;

H. Enhancing agricultural landowners 'and farm managers 'understanding of and willingness to embrace with their producer operators soil health practices for greater profitability based on ecologically sound principles;

I. Advocating for sound policy decisions through the lens of resilient soils while always promoting voluntary actions and respect for property rights; and

J. Building public awareness of and appreciation for the multiple ecosystem services provided by enhancing soil resilience of the State's agricultural lands.

Section 2.02 - Basic Policies. The Coalition shall have the following basic policies:

A. The Coalition is nonprofit corporation organized under the laws of the State of Nebraska.

B. The Coalition is supported by membership dues and other income from activities related to its exempt charitable purposes. The Coalition is not organized and shall not be operated for the primary purpose of carrying on a trade or business for profit or for the private gain of any person. The property of the Coalition is irrevocably dedicated to its charitable, educational, and scientific purposes. No part of the assets, receipts, or net earnings of the Coalition shall inure to the benefit of, or be distributable to, any member, director, officer, or other private person, except that the Coalition shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes for which the Coalition was formed.

C. The name of the Coalition or names of any individuals and their official capacity with the Coalition shall not be used in any connection with a commercial concern or with any partisan interest, or for any purpose not appropriately related to the promotion of the purposes of the Coalition.

D. No substantial part of the Coalition's activities shall be attempting to influence legislation to an extent that would disqualify it from tax exemption under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Coalition shall not directly or indirectly participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office, or contribute to political campaign funds or make public statements of position (verbal or written) on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Coalition may provide education or outreach to policymakers, consistent with its exempt charitable status.

E. Any stand or position on a public issue relating to the purpose of the Coalition taken by the Coalition or by an individual representing the Coalition shall only be pursuant to the affirmative vote of the Board, as set forth in Section 5.08 hereof.

F. The Coalition may cooperate with other organizations and agencies relating to the purposes of the Coalition but persons representing the Coalition in such matters shall not have authority to make commitments that bind the Coalition without the affirmative vote of the Board, as set forth in Section 5.08 hereof.

G. Upon dissolution of the Coalition, and following payment of any and all outstanding bills and obligations of the Coalition, the Coalition's assets shall be distributed exclusively to one or more charitable, educational, or scientific organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code, to be used for purposes generally similar to the purposes for which the Coalition was organized. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Coalition is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated for such purposes. No member, director, officer, or private person shall be entitled to share in the distribution of any of the Coalition's assets on dissolution of the Coalition.

H. Notwithstanding any other provision of these Bylaws, the Coalition shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

### **ARTICLE III - MEMBERSHIP**

Section 3.01 - Regular Membership. Any individual with an interest or expertise in soil health and natural resource conservation shall be eligible for regular membership in the Coalition (hereinafter referred to as "Regular Members" or the "Regular Membership"). Regular Membership shall be granted by the Coalition upon receipt of Annual Dues as set forth in Section 3.05 hereof. Regular Members shall have the right to attend and participate in all meetings and activities of the Coalition, including the right to vote on all issues before the Membership, to elect officers, and to hold office.

Section 3.02 - Associate Membership. Any entity or organization not eligible for Regular Membership shall be eligible for associate membership in the Coalition (hereinafter referred to as "Associate Members" or the "Associate Membership"). Associate Membership shall be granted upon approval by the Board and receipt of Annual Dues as set forth in Section 3.05 hereof. Associate Members shall have the same rights as Regular Members but shall not have the right to vote, elect officers, or to hold office. Associate Members may, however, serve on Committees.

Section 3.03 - Membership Year. The membership year of the Coalition shall be from January 1 to December 31 of each year unless changed by the Board (“Membership Year”).

Section 3.04 - Revocation of Membership. The membership of a Regular Member or an Associate Member in the Coalition may be revoked by a vote of the Board as set forth in Section 5.08 hereof.

Section 3.05 - Annual Dues. Annual membership dues (“Annual Dues”) shall be determined by the Board. Upon a majority vote of the Board, the Annual Dues may be changed no more than once per Membership Year with said change becoming effective on January 1 of the subsequent Membership Year.

Section 3.06 - The Membership. Unless otherwise specifically stated herein, “the Membership” shall collectively include the Regular and Associate Members of the Coalition.

#### **ARTICLE IV - MEMBERSHIP MEETINGS**

Section 4.01 - Annual Meeting. The annual meeting of the Membership of the Coalition shall be held at a time and place established by the Board (hereinafter referred to as the “Annual Meeting”). At the Annual Meeting the members shall elect Directors, as set forth in Section 5.04 hereof, and receive reports on the activities of the Coalition.

Section 4.02 - Special Meetings. Special meetings of the Membership of the Coalition may be called by the Chair or by a simple majority of the Regular Members submitting a written request to the Secretary.

Section 4.03 - Quorum. Those Regular Members present in person or virtually at a properly called Annual or Special meeting shall be designated as a quorum and shall be entitled to take action on behalf of the Coalition.

Section 4.04 - Voting. Except as otherwise provided for in these Bylaws, a two-thirds (2/3) vote of the Regular Members present, in person or virtually, at any meeting shall be required for all action requiring a vote of the Regular Members. Each Regular Member shall have one (1) vote.

Section 4.05 - Notice. Notice of the Annual and any Special meetings of the Membership of the Coalition shall be sent to all Members at least thirty (30) days prior to the meeting date. Notice of the meeting shall specify the date, time, and place of the meeting but, except as otherwise provided herein, need not specify the purpose for the meeting or the business to be conducted. Notice must either be delivered personally to each Member or mailed, including the sending of a fax or electronic mail, to the Member’s address on record with the Coalition. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and

with postage prepaid thereon. If such notice is given by fax or electronic mail, it shall be deemed delivered when transmitted.

Section 4.06 - Waiver of Notice. Any Member may waive notice of the Annual or any Special meeting, either before, at, or after such meeting, by signing a written waiver of notice filed with the Board or by oral statement at any such meeting. The attendance of a Member at a such meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting, or the manner in which it has been called or convened, except when a Member states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

## **ARTICLE V - BOARD OF DIRECTORS**

Section 5.01 - General Powers. Subject to the limitations of the Coalition's Articles of Incorporation, these Bylaws, and the Nebraska Nonprofit Corporation Act, all corporate powers of the Coalition shall be exercised by or under the authority of a Board of Directors (herein referred to as the "Board"), and the management of the affairs, activities, and operation of the Coalition shall be controlled by the Board. Specifically, the Board shall:

- A. Develop policy and the direction of the Coalition;
- B. Manage the annual work plan of the Coalition in conformance with these Bylaws;
- C. Represent the interests of the Membership in operational matters, including but not limited to, Coalition meetings, public events and forums, dissemination of information, coordination of activities, and actions to advance the interests and purpose of the Coalition;
- D. Develop an annual budget and work plan for the Coalition and approve all expenditures according to said budget and work plan as set forth in Article VIII hereof;
- E. Approve Associate members as set forth in Section 3.02 hereof, determine Annual Dues as set forth in Section 3.05 hereof, and consider other Membership matters as set forth in Article III hereof; and
- F. Appoint advisory groups and Committees as needed.

Section 5.02 - Number of Directors. The Board shall consist of seven (7) or nine (9), but not eight (8), directors (individually and collectively referred to herein as "Director" or the "Directors", respectively), as determined by the Board.

Section 5.03 - Qualifications. Directors shall be Regular Members in good standing. Whenever a Director has a direct or indirect personal or financial interest in a

particular transaction or other decision to come before the Board, he or she shall disclose such personal or other financial interest to the Board, which shall take such action, including abstention, as it determines to be appropriate.

Section 5.04 - Election and Tenure. At the Annual Meeting set forth in Section 4.01 hereof, the Board shall present a slate of at least one (1) nominee for each open Director position. Nominations may also be made by Regular Members from the floor at the Annual Meeting. Directors shall be elected at the Annual Meeting by the majority vote of the Regular Members present by written ballot except in the case of a motion to accept by acclamation. Directors shall serve staggered terms of three (3) years, beginning on January 1 following the Annual Meeting at which they were elected, unless appointed by the Board to fill an unexpired Director's term.

Section 5.05 - Meetings and Notice.

A. Regular Meetings. Regular meetings of the Board may be held monthly or at such times and places deemed appropriate by the Chair or a majority of the Directors.

B. Special Meetings. Special meetings of the Board may be called by the Chair or by a majority of the Directors.

C. Notice. At least seven (7) days notice shall be given to each Director of a regular meeting of the Board provided that the Coalition may provide a single notice of all regularly scheduled meetings for that year without having to provide notice of each meeting individually. A special meeting of the Board may be held upon three (3) days notice. Notice of a meeting of the Board shall specify the date, time, and place of the meeting but, except as provided in Article XII of these Bylaws (relating to amendment of these Bylaws), need not specify the purpose for the meeting or the business to be conducted. Notice must either be delivered personally to each Director or mailed, including the sending of a fax or electronic mail, to his or her address on record with the Coalition. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage prepaid thereon. If such notice is given by fax or electronic mail, it shall be deemed delivered when transmitted.

D. Waiver of Notice. Any Director may waive notice of any regular or special meeting, either before, at, or after such meeting, by signing a written waiver of notice filed with the Board or by oral statement at any such meeting. The attendance of a Director at a such meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting, or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 5.06 - Participation. Except as otherwise required by law, the Coalition's Articles of Incorporation, or these Bylaws, Directors may participate in regular or special meetings of the Board through the use of any means of communication by which (a) all

Directors participating may simultaneously hear each other during the meeting, including, but not limited to in person, internet video meeting, or by telephonic conference call; 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, including but not limited to correspondence by email or other means of wireless communication. Participating by such means identified in this Section shall constitute presence in person at any such meeting.

Section 5.07 - Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting, provided all Directors consent in writing (including by email or other means of wireless communication), setting forth in the same writing the action or decision taken or made. Such consent in writing (or by email or other means of wireless communication) shall be filed in the minutes of the Board and shall have the same force and effect as a unanimous vote, and may be described as such in any document executed by or on behalf of the Coalition.

Section 5.08 - Quorum and Voting.

A. Quorum. A majority of Directors in office shall constitute a quorum for the transaction of business. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present. In no case shall a quorum consist of fewer than two (2) Directors.

B. Voting. Each Director shall have one (1) vote. The affirmative vote of two-thirds (2/3) of the Directors present at a meeting (at which a quorum is present) shall constitute the action of the Board. A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless he or she votes against such action or abstains from voting because of an asserted conflict of interest.

Section 5.09 - Removal or Resignation. Directors who miss three (3) or more consecutive regular meetings of the Board may be removed by a vote of the Board, as set forth in Section 5.08 hereof. In addition, Directors may be removed from office in the manner set forth in the Nebraska Nonprofit Corporation Act.

Section 5.10 - Vacancies. The Board may fill Director vacancies due to the resignation, death, or removal of a Director for the balance of the term of the Director being replaced.

Section 5.11 - Compensation for Board Members Services. Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

Section 5.12 - Compensation for Professional Services by Directors. Directors are not restricted from being remunerated for professional services provided to the Coalition. Such remuneration shall be reasonable and fair to the Coalition and must be reviewed and approved in accordance with the Coalition's conflict of interest policy and Nebraska state law.

## **ARTICLE VI - OFFICERS**

Section 6.01 - Positions. The officers of the Coalition shall be Chair, Secretary, and Treasurer (individually and collectively referred to herein as "Officer" or the "Officers", respectively). Each Officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board. The Board also may appoint a Vice Chair or such other officers as it deems expedient and necessary for the proper conduct of the business of the Coalition, each of whom shall have such authority and shall perform such duties as the Board may determine. One person may hold two (2) or more offices, but no Officer may act in more than one (1) capacity where action of two (2) or more Officers is required.

Section 6.02 - Designation and Term of Office. Officers shall be elected annually at the first Board meeting held after January 1 and following the Annual Meeting by the Board from the members of the Board. Each Officer shall hold office until his or her successor has been duly elected, until his or her death, until he or she resigns, or until he or she has been removed in the manner hereinafter provided. An individual may serve as an Officer for succeeding terms without limitation.

### Section 6.03 - Duties.

A. Chair. The Chair shall lead the Board in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board, and shall perform all other duties incident to the office or as may be prescribed by action of the Board. The Chair of the Board, shall appoint Committee chairs for Committees established by the Board in accordance with these Bylaws.

B. Vice Chair. In the absence or disability of the Chair, the Vice Chair, if one has been appointed, shall perform the duties of the Chair. When so acting, the Vice Chair shall have all the powers of and be subject to all restrictions upon the Chair. The Vice Chair also shall perform such other other duties as may be prescribed by action of the Board.

C. Secretary. The Secretary shall:



(1) Keep or cause to be kept a book of minutes of all meetings and actions of the Board and any Committees of the Board. The minutes of each meeting shall state the time and place that said meeting was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with these Bylaws and state law.

(2) Cause that all notices are duly given in accordance with these Bylaws.

(3) In general perform all duties incident to the office of Secretary and such other duties as may be prescribed by action of the Board.

D. Treasurer. The Treasurer shall:

(1) Oversee the financial affairs of the Coalition including development of the Coalition's financial policy, budget preparation, and review of financial statements and audits, and shall present reports as and when requested by the Board.

(2) Receive all funds of the Coalition, keep an accurate record of receipts and expenditures, keep an accurate record of all bank account information, and pay out funds in accordance with the approval of the Board.

(3) In general perform all duties incident to the office of Treasurer and such other duties as may be prescribed by action of the Board.

Section 6.04 - Delegation of Duties. In the absence or disability of any Officer or for any other reason deemed sufficient by the Board, the Board may delegate the powers and/or duties of any Officer to any other Officer or Director.

Section 6.05 - Removal or Resignation. Any Officer may be removed from office at any time, with or without cause, by a vote of the Board (as set forth in Section 5.08 hereof) at a meeting of the Board called with notice expressly for that purpose, whenever, in its judgment, the best interests of the Coalition will be served thereby. Any Officer may resign at any time by providing written notice to the Coalition. Any resignation shall take effect on the date of receipt of the notice or at any later time specified in the notice. The acceptance of the resignation shall not be necessary to make it effective. Removal of, or resignation by, an Officer shall not prejudice any rights of the Coalition under any contract to which the Officer is a party.

Section 6.06 - Vacancies. Vacancies in Officer positions, however occasioned, may be filled at any time by a vote of the Board, as set forth in Section 5.08 hereof, for the unexpired terms of such Officer; provided, however, should a vacancy occur in the office of the President, the Vice President shall assume the office.

## **ARTICLE VII - COMMITTEES**

Section 7.01 - Establishment. Committees may be established by the Board as needed to accomplish specific objectives of the Coalition (herein referred to as "Committees"). The Chair shall appoint the chairperson and members of each Committee from the Membership.

Section 7.02 - Duties and Limitations. Committees shall have such functions and exercise such powers as can be lawfully delegated by the Board; provided, however, that any Committee that includes persons other than Directors may not exercise powers of the Board. No Committee shall have the authority to alter or amend these Bylaws; to remove or appoint Directors; to elect or remove Officers; to fill vacancies on a Committee created under this Article VII; to authorize distributions; or to adopt an annual budget. The chairperson of each Committee shall report the plans and activities of the Committee to the Board for approval. Committees may expend Coalition funds only as specifically authorized by the Board.

Section 7.03 - Term. Committees shall serve until the specific objective prescribed by the Board for said Committee has been completed. Thereafter said Committee shall cease to exist.

## **ARTICLE VIII - FINANCES & OBLIGATIONS**

Section 8.01 - Budget. Annually the Board shall approve a budget of anticipated revenue and expenses for the succeeding year. This budget, once approved, shall be used to guide the activities of the Coalition during the succeeding year.

Section 8.02 - Gifts, Grants and Bequests. The Coalition is authorized to accept and/or administer grants, gifts, and bequests from public or private parties, provided funds received from any such grants, gift, or bequests are applied to the exempt charitable purposes of the Coalition as set forth in Article II hereof.

Section 8.03 - Expenses and Obligations. The Board shall approve all expenses of the Coalition and may authorize any Officer or Officers to enter into contracts or agreements for the purchase of materials or services on behalf of the Coalition. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Coalition, shall be signed by such Officer or Officers, agent or agents, of the Coalition and in such manner as shall from time to time be determined by resolution of the Board.

Section 8.04 - Loans. No loans shall be contracted on behalf of the Coalition and no evidence of indebtedness shall be issued in its name unless specifically authorized by resolution of the Board. No loans shall be made by Coalition to its Officers, Directors, or Members.

Section 8.05 - Commercial Paper. All checks, drafts, or other orders for the payment of money on behalf of the Coalition shall be signed by the Treasurer or by any other person so authorized in writing by the Board.

Section 8.06 - Bank Accounts. The Treasurer shall deposit all funds of the Coalition to the credit of the Coalition in such banks, trust companies, or other depositories as the Board may select and shall make such disbursements as authorized by the Board in accordance with the budget adopted by the Board.

Section 8.07 - Financial Report. The Treasurer shall present a financial report as requested by the Board and shall prepare a final report at the close of the Coalition fiscal year. The Board, in its discretion, may have the report and the accounts examined by an auditor or an informal audit committee.

Section 8.08 - Fiscal Year. The fiscal year of the Coalition shall be from January 1 to December 31 of each year unless changed by the Board.

Section 8.09 - Financial Procedures. The Board shall adopt policies and procedures to ensure compliance with all rules and regulations pertaining to the Coalition's status as a tax-exempt charitable organization under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Additionally, the Board shall adopt policies and procedure whereby an appointed Director, who does not have the authority to issue or sign checks or make deposits on behalf of the Coalition, shall perform an internal monthly financial reconciliation of the Treasurer's accounts including, but not limited to, ensuring payments are consistent with the Coalition's activities, expenditures are appropriate, and deposit activity corresponds to expected revenues.

## **ARTICLE IX - INDEMNIFICATION**

The Coalition shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, Director, or employee of the Coalition against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Coalition; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right

of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

### **ARTICLE X - CONFLICTS OF INTEREST**

The Board shall adopt and periodically review a conflict of interest policy to protect the Coalition's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, employee, affiliate, or member of a Committee with Board-delegated powers.

### **ARTICLE XI - RULES OF ORDER**

Meetings of the Coalition and the Board 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 the order the Coalition may adopt.

### **ARTICLE XII - AMENDMENTS**

These Bylaws may be amended, altered, repealed, or restated by a vote at any meeting the Board, as set forth in Section 5.08 hereof, provided, however, that no amendment shall be made to these Bylaws which would cause the Coalition to cease to qualify under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future federal tax code, and any and all amendments, alterations, and restatements, as well as any repeal of these Bylaws shall be consistent with the Coalition's Articles of Incorporation.

These Bylaws of the Coalition were adopted by the incorporators during a meeting properly called on \_\_\_\_\_, 2023.

Attest:

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Craig Derickson, Secretary