

**BY LAWS
Of the
The Nebraska Master Naturalist Foundation**

Article I

Section 1. Name. The Name of this corporation shall be The Nebraska Master Naturalist Foundation.

Section 2. Purpose. The purpose of this corporation shall be to support and enhance the Nebraska Master Naturalist Program.

Section 3. Nonprofit Status. The Nebraska Master Naturalist Foundation is a Nebraska non-profit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code and the Nebraska Nonprofit Corporation Act (Neb. Rev. Stat. Sec 21-1091 et seq).

Section 4. Exempt Activities Limitation. Notwithstanding any other provisions of these By Laws, no director, officer, employee, member or representative of this corporation shall take any action or carry on any activity by or on the behalf of the corporation not permitted to be taken or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code of Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payment and distributions in furtherance of the purpose set forth in the Articles of Incorporation and these By Laws.

Article II

Board of Directors

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The Board of Directors shall consist of not less than five (5) nor more than twenty-five (25) persons as determined from time to time by the Board. The members of the Board shall consist of:

- (A) Elected Members. Members may be elected at any meeting of the Board of Directors at its discretion. All members shall serve terms of three (3) years.
- (B) Ex-officio Members. The Program Coordinator of The Nebraska Master Naturalist Program (or equivalent position if title change) and one other member of the staff

of the Nebraska Master Naturalist Program designated by the Program Coordinator shall be members of the Board of Directors. These individuals may participate in all activities of the Board but shall have no vote.

- (C) Representative of The Nebraska Master Naturalist Program Executive Board. A representative of The Nebraska Master Naturalist Program Executive Board will be a voting member of the Board. This person shall be selected by the members of the Nebraska Master Naturalist Program in a manner approved by the Executive Board of the Nebraska Master Naturalist Program.
- (D) Representative of the Membership of the Nebraska Master Naturalist Program. If desired by the Program, a representative of the Membership of the Nebraska Master Naturalist Program may be a voting member of the Board. This person shall be selected by the members of the Nebraska Master Naturalist Program in a manner approved by the Executive Board of the Nebraska Master Naturalist Program.
- (E) There shall be no "Term Limits" for elected members of the Board of Directors provided they remains active as defined by Article 2 Section 2 (F).
- (F) It will be the responsibility of each member of the Board of Directors to contribute time and resources at least annually to the corporation and to assist it in obtaining funds from others.
- (G) Members of the Board of Directors who are no longer active or no longer qualify for the selected position, as defined by these By Laws, may be withdrawn from the Board of Directors by a simple majority vote of the Board of Directors. The expulsion, suspension or termination of a board member shall be made by a fair, reasonable and good faith process as defined in the Nebraska Nonprofit Corporation Act.

Section 3. Annual Meeting. The annual meeting of the Board of Directors shall be held during the months of October, November or December at such time and date as may be determined by the Board. The Board may provide for the time and place for additional regular meetings.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the President or the request of any two (2) Directors.

Section 5. Notice. Notice of any meeting of the Board of Directors shall be given at least seven (7) days prior thereto by notice delivered personally or sent by mail, facsimile or other electronic means to each Director at his or her address as shown by the records of the corporation.

Section 6. Quorum. A majority of the voting Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority is present, a majority of the voting Directors present may adjourn the meeting.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By Laws.

Section 8. Vacancies. Any vacancy occurring on the Board of Directors and any membership to be filled by reason of an increase in the number of Directors shall be filled by the Board. A member elected to fill a vacancy shall be elected for the prior Director's unexpired term.

Section 9. Informal Action by Directors. Any action required by law to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of Directors may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the voting members of the Board of Directors .

Section 10. Action by Electronic Methods. The Board of Directors may take action via electronic methods following such procedure as may be established from time to time by the President.

Article III.

Officers

Section 1. Election. The officers shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors and shall consist of a President, Vice President, Secretary, Treasurer and Foundation Representative. The officers shall be members of the Board.

Section 2. President. The President shall be the chairperson of the Board of Directors, and shall have general supervision and direction of the business affairs of the corporation. The President shall preside at all meetings of the Board and appoint members of committees. The President may also, with approval of the Board of Directors decide which questions can be voted on electronically, authorize expenditures hereinafter provided for, sign any trust agreement approved by the Board, execute on behalf of the corporation all instruments required to be executed by the corporation, and have such other powers as are custom to the office or are properly required by the Board.

Section 3. Vice President. The Vice President, in the absence or incapacity of the President, shall exercise all powers and perform all duties of the President.

Section 4. Secretary. The Secretary shall have general supervision of the books and records belonging to the corporation and shall cause appropriate minutes to be prepared of all Board meetings.

Section 5. Treasurer. The Treasurer will have general supervision of an annual audit of the financial books of the corporation and provide a financial report at each regularly

scheduled Board Meeting. The Treasurer shall keep a complete and accurate record of all receipts and expenditures, inventory of all properties of the corporation, and a record of the use of funds of all accounts. The Treasurer may be bonded in an amount designated by the Board.

Section 6. Nebraska Master Naturalist Program Representative (Foundation Representative). The Foundation Representative will be the Nebraska Master Naturalist Foundation Representative on the Nebraska Master Naturalist Program Executive Board. The Foundation Representative shall attend and participate on the "Program Executive Board" as outlined by the By Laws and procedures of the Nebraska Master Naturalist Program.

This person will be asked to report on the activities of the Program at each Foundation Board Meeting or more often as necessary. In addition, this person will be asked to report on the activities of the Nebraska Master Naturalist Foundation at each Executive Board Meeting of the Nebraska Master Naturalist Program.

Section 7. Executive Committee. The Executive Committee will consist of the President, Vice President, and Secretary and Treasurer. The Executive Committee shall meet as often as necessary to conduct the business of the Corporation. All activities of the Executive Committee shall be reported to all Board members, either in regular or executive session at each scheduled Foundation Board Meeting.

Article IV

Executive Director and Support Staff

Section 1. Executive Director and Support Staff. The Board of Directors may hire staff or contract for the services of an Executive Director and related support staff as needed to run the affairs of the corporation.

Section 2. Duties of the Executive Director. The executive director has the day-to-day responsibilities for the organization, including carrying out the organization's goals and policies, answer questions of the board members and carry out the duties described in the job description.

The Board may designate other duties as necessary.

Section 3. Executive Director Evaluation. The executive director shall be evaluated annually for compliance with the Executive Director Job Description. The evaluation shall be completed by two members of the Executive Committee and three Directors who are not on the Executive Committee.

A report on the evaluation shall be provided to the Board of Directors in Executive Session and in writing to the Executive Director.

Article V

Committees

Section 1. Committees. The Board of Directors may designate and appoint one or more committees, each of which shall consist of at least two (2) members of the Board, and (except for an Executive Committee) such other persons as the Board may determine. The committees, to the extent provided in the resolution creating the committees and to the extent prescribed by law, shall have and exercise such power specifically authorized by the Board in the management of the affairs of the corporation; provided, however, that no such committee shall have the authority of the Board in reference to amending, altering or repealing the By Laws, electing, appointing or removing any members of any such committee or any member of the Board or officer of the corporation; amending the articles of incorporation; adopting a plan to merge or adopting a plan of consolidation with another corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended or altered; provided no delegation of authority shall operate to relieve the Board or any individual member of any responsibility imposed upon them by law.

Article VI

Contracts, Checks, Deposits, Funds and Audits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall, from time to time, be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and by the President of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositaries as the Board may select.

Section 4. Gifts. The Board of Directors may accept or reject on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Section 5. Financial Audits. The Board of Directors shall have a Third-Party Financial Audit of the corporation completed once every five (5) years and a "compliance report of all financial activities" completed every year.

Article VII

Calendar Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Article VIII

Indemnification of Directors and Officers

To the extent permitted by law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that he or she is or was a Director or Officer of the corporation, against expenses, including attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in or not oppose to the corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

To the extent permitted by law, the corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or officer of the corporation against any liability asserted against such person and incurred in such capacity or arising out of such person's status as such, whether or not the corporation would have the power to indemnify him or her against such liability.

The indemnity provided for by this Article VIII shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article VIII be deemed to prohibit the corporation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in these By Laws.

ARTICLE IX

Dissolution

Section 1. Dissolution Procedures. The Nebraska Master Naturalist Foundation may be dissolved by the following procedure:

- (A) Prior to a vote by the Board of Directors on dissolution, the Executive Committee of the Nebraska Master Naturalist Foundation must approve the proposed dissolution.
- (B) The proposal for dissolution must be presented at a regular or special meeting of the Board of Directors with a 30 days announcement prior to the vote.
- (C) A vote of 2/3 of the Board of Directors present at the regular or special meeting is required for dissolution.
- (D) A letter must be submitted to the Executive Committee of the Nebraska Master Naturalist Program stating the results of the vote and why the corporation chose to dissolve.

Section 2. Distribution of Remaining Assets.

Upon the dissolution of the Nebraska by the Master Naturalist Foundation, its remaining net assets shall be distributed as determined by the Board of Directors. These net assets will go to continue support and resources for organizations involved in Master Naturalist programs or to other nonprofit or charitable organizations for purposes described in Section 501(c)(3) of the Internal Revenue Code.

Article X

Amendments to By Laws

Section 1. By Law Amendments. These By Laws may be amended or repealed and new By Laws may be adopted by a majority of the voting members of the Board of Directors present at any regular meeting or at any special meeting, if at least ten (10) days written notice is given of intention to amend or repeal or to adopt new By Laws at such meeting provided a copy of the proposed amendment or new By Laws accompanies the notice.

Section 2. Board Review. The Board of Directors shall review these By Laws at a frequency of not less than once per five years from the date of approval..

ARTICLE X

Diversity, Inclusivity, Equity

The Nebraska Master Naturalist Foundation is committed to a diverse, inclusive, and equitable environment where all members and persons in contact feel respected and valued regardless of gender, age, race, ethnicity, national origin, marital status, veteran status, political affiliation, sexual orientation, gender identity, disability, or any kind of bias.

Article XI

Signature of Approval

President – The Nebraska Master Naturalist Foundation

Mike Schraa

6 May 21 Date

Secretary – The Nebraska Master Naturalist Foundation

U. P. Smith

6 May 21 Date