

**BYLAWS OF
Buffalo Nations Grasslands Alliance (BNGA)**

Adopted December 8, 2021

**ARTICLE 1
NAME AND OFFICES**

SECTION 1. NAME

The name of this corporation shall be Buffalo Nations Grasslands Alliance

SECTION 2. PRINCIPAL OFFICE

The principal office of the Corporation, at which the general business of the Corporation shall be transacted and where the records of this Corporation shall be kept, shall be located in the State of South Dakota as shall be fixed from time to time by duly adopted resolutions of the Board of Directors. Until otherwise fixed by the Board of Directors, the principal office shall be 23670 Rencountre Rd., Reliance, SD 57569

**ARTICLE 2
PURPOSES**

SECTION 1. NONPROFIT PURPOSES

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Indian tribal governments recognized by the Internal Revenue Service and Interior Department under Internal Revenue Code Section 7871.

SECTION 2. SPECIFIC PURPOSES

Buffalo Nations Grasslands Alliance is organized to ensure that the 15 Native nations in the Northern Great Plains (NGP) have the technical and financial resources to plan and act on the vision for their traditional lands and waters, which includes ensuring that:

- Tribal members thrive by sustainably stewarding and connecting with natural resources; BNGA will solicit funds to support all of its activities;
- Grasslands and native wildlife on tribal lands are restored or enhanced; and
- Tribal fish and game departments have the capacity to deliver conservation at scale.

The Alliance envisions Native nations uniting so that the diversity of life in the Northern Great Plains flourishes for current and future generations.

ARTICLE 3 **DIRECTORS**

SECTION 1. GENERAL POWER

The Board of Directors shall oversee the Corporation's operations, develop, approve, and oversee the implementation of strategic plans, hire and oversee a CEO, raise funds for the administration of the Corporation, set policy for the Corporation and authorize committees to perform corporate functions. The Board of Directors shall act in accordance with the Articles of Incorporation, the Bylaws of the Corporation, the laws governing not-for-profit Corporations, and Section 501(c)3 and Section 7871 (governing contributions made to a tribal government) of the Internal Revenue Code. All members of the Board of Directors have the right to vote.

SECTION 2. NUMBER

The Corporation shall have not less than three and not more than 13 directors and collectively they shall be known as the Board of Directors.

SECTION 3. TERMS OF OFFICE

Directors shall serve three-year terms that may be renewed by a vote of the full Board.

SECTION 4. ELECTION OF OFFICERS

New directors will be selected by the Board of Directors. Each director shall cast one vote per open position. The candidate receiving the highest number of votes shall be elected to serve on the board.

SECTION 5. COMPENSATION

Directors shall not receive compensation for service as directors, but by resolution of the Board of Directors may be reimbursed for expenses incurred on behalf of the Corporation. Extraordinary substantial expenses (i.e. insurance premiums) incurred by the Directors may be reimbursed or paid by BNGA on their behalf if required in the performance of their duties. Directors who may have special expertise may be compensated if approved by the full board.

SECTION 6. VACANCIES

1. Vacancies on the Board of Directors shall exist: (1) on the death, resignation, or removal of any director; (2) whenever the number of authorized directors is increased or (3) whenever any of the seats on the Board of Directors is vacant for any reason.
2. Any director may resign effective upon giving written notice to one of the officers or the CEO. No director may resign if the Corporation would then be left without a sole remaining director in charge of its affairs, except upon notice to the Office of the Attorney

General or other appropriate agency of this state.

3. Directors may be removed from office by $\frac{3}{4}$ vote of the board members present at the meeting when they fail to comply with board policies.

4. Vacancies on the board may be filled by approval of the Board of Directors. If the number of directors, then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his/her resignation or removal from office.

ARTICLE 4

OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

SECTION 2. DUTIES OF THE PRESIDENT

The President shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. The President shall be the direct supervisor of the CEO, preside at all meetings of the Board of Directors, perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

SECTION 3. DUTIES OF THE VICE PRESIDENT

The Vice President shall, in the absence of the President: perform all duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions of the President; perform such duties as may be prescribed by law, the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors. The Vice President will serve as the President Elect.

SECTION 4. DUTIES OF THE SECRETARY

The Secretary shall certify and keep at the principal office of the Corporation, a copy of the Bylaws, Articles of Incorporation, and approved minutes to include amendments. The Secretary will keep a record of minutes of all meeting of the directors and perform such duties as may be prescribed by law, the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 5. DUTIES OF THE TREASURER

The Treasurer shall: have charge and custody of the financial operations and records of the Corporation; oversee the agent(s) of the Corporation who is/are performing daily financial activities; prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be include in any required reports; perform such duties as may be prescribed by law, the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 6. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors, at the Annual Meeting, and each officer shall serve a three-year term and be eligible for re-election up to two terms. The Vice President will serve as the President Elect. If neither the President nor Vice President can serve, the President will be elected from a member of the current board. In the event no one on the current board can serve as the President, a person may be selected from outside the Board of Directors.

ARTICLE 5 COMMITTEES

Section 1. Committee Formation

The board may create committees as needed, such as fundraising, nominations to the board, for the audit. The board chair appoints all committee chairs. The board at times may create ex officio ad hoc committees for special activities of the board.

Section 2. Executive Committee

There shall be an Executive Committee of the Board of Directors, which shall consist of the President, the Vice President, the Secretary, and the Treasurer. Upon approval of the full Board of Directors by a majority vote, the Board Officers may meet in special sessions with the CEO to complete business that is time sensitive. Said approval must be obtained from a majority of all Board Directors by letter, email, or telephone call.

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3. Finance Committee

The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the

Executive Committee. The fiscal year shall be the calendar year. Monthly and annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

Section 4. Audit committee

The Board of Directors shall have sole authority to approve the hiring of any private auditors for the Corporation as well as sole authority to approve their termination. All audit reports on the Corporation shall be submitted to the Board of Directors as soon as the audit report has been completed for a particular fiscal year. The audit committee will be responsible for the review of the IRS form 990 and may make a recommendation to the full board for approval.

The Vice-President may chair the audit committee.

Section 5. Governance committee

The Secretary of the Board should chair the Governance Committee. The Governance Committee shall be responsible for the development and annual review of all policies and procedures that govern the operations of the Corporation. The Governance committee may recommend the development of a job description for all board members and create a process for self-evaluation by the board.

Section 6. Committee Charters

All committees will have charters that serve as a guide for their responsibilities.

ARTICLE 6 **MEETINGS**

SECTION 1. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at such times and places as the board shall designate by resolution, upon 15 days notice of resolution delivered personally or by mail to each board director. The Board of Directors shall, at the beginning of each year, designate one of the regular meetings as the Annual Meeting, in which all the directors of the Board of Directors shall be expected to be present. In the event there are unusual circumstances; an electronic meetings may be held to satisfy this requirement.

SECTION 2. ANNUAL MEETING

One meeting each year will be designated the Annual Meeting of the Corporation. The Annual Meeting will be held for the election of new directors and such other order of business as may come before the board. This meeting shall be held at the principal office of the Corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

SECTION 3. SPECIAL MEETINGS

Special meetings of the board may be held at the call of any board director upon 15 days notice delivered personally, by telephone or other electronic media.

SECTION 4. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the directors of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

ARTICLE 7

CONTRACTS, CHECKS, GIFTS, INVESTMENTS, AND POWERS

SECTION 1. CONTRACTS

The Board of Directors may authorize any officer or officers, and/or agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or lease, 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 payments of money, notice or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officers or agents or employees of the Corporation, and in such manner as shall from time to time be determined by the Board of Directors.

SECTION 3. GIFTS

The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or device for the general purpose or for any special purpose of the Corporation.

SECTION 4. 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 depositories as the Treasurer, or his/her designee, may select.

Article 8 **Corporate Staff**

SECTION 1.

The Board of Directors shall hire a CEO who shall serve at the will of the Board. The CEO shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the CEO's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the CEO or any other employee. The CEO shall make such reports at the Board and Executive Committee meetings as shall be required by the President of the Board. The CEO shall be a non-voting ex officio member of all committees.

The CEO may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors. The CEO may be hired at any meeting of the Board of Directors by vote of three-quarters (3/4) of the members present at any meeting and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any CEO, who shall remain an employee terminable at will, as provided in this Section.

ARTICLE 9.

Conflict of Interest

SECTION 1: Purpose

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2: Definitions

a. **Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. **Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial. Further clarification is in the BNGA's Gift Acceptance Policy.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 3. Procedures

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
 1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflicts of Interest Policy
1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5. Compensation

- a. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

SECTION 6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

SECTION 8. Use of Outside Experts

When conducting the periodic reviews, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 10.

INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the state of South Dakota, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another

corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an “indemnitee”), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation will purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE 11.

BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE 12.

AMENDMENTS

SECTION 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. All amendments of the Articles of Incorporation shall require the affirmative vote of $\frac{3}{4}$ of directors then in office.

SECTION 2. Bylaws

The Board of Directors may amend these Bylaws by an affirmative vote of $\frac{3}{4}$ of the board at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

SECTION 3. Emergency Bylaws

Notwithstanding anything to the contrary herein, Section 3 applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements.

- (a) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion;
- (b) An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;
- (c) An act of terrorism or other man-made disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or
- (d) A state of emergency proclaimed by official Tribal declaration or the governor of the state in which one or more Directors are resident, or by the President of the United States.

Emergency Actions

In anticipation of or during an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation’s ordinary business operations and affairs:

- A. Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency;

- B. Relocate the principal office or authorize the officers to do so.

During an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation’s ordinary business operations and affairs:

- A. Give notice to a Director or Directors in any practicable manner under the circumstances when notice of a meeting of the Board cannot be given to that Director or Directors in the manner prescribed in section 3.

- B. Deem that one or more officers present at a board meeting is a Director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

- C. During an emergency the Board may not take any action that is not in the Corporation’s ordinary course of business. Any actions taken in good faith during an emergency under this section bind the Corporation and may not be used to impose liability on a director, officer, employee, or agent. All provisions of the regular bylaws consistent with these emergency bylaws shall remain effective during the emergency.

ADOPTED

This _____ day of _____, 2021

Board President

