



Sandhills Task Force
AMENDED AND RESTATED BYLAWS
(Amended and approved by the Board on September 16, 2009)

ARTICLE I

ORGANIZATION

A. Corporation Name

The name of the Corporation shall be Sandhills Task Force, hereinafter referred to as the Task Force.

B. Task Force Area

The Task Force Area shall encompass the 20,000 square-mile area described geographically as the Nebraska Sandhills. Its specific location includes all or parts of 20 counties which are: Arthur, Blaine, Brown, Cherry, Custer, Garden, Garfield, Grant, Holt, Hooker, Lincoln, Keith, Logan, Loup, McPherson, Morrill, Rock, Sheridan, Thomas, and Wheeler.

C. Purpose

The Task Force shall be organized for the purposes of:

1. Serving as a non-political, non-profit organization specifically formed to promote sound management of Sandhill resources in a way that sustains profitable private ranching, wildlife and vegetative diversity, and associated water supplies.
2. Providing direction and support in development of economic and environmental programs that support the concepts outlined in the Sandhills Management Plan.
3. Reviewing and commenting on proposals of importance in an effort to coordinate local, regional, state and federal programs.
4. Facilitating inter-government, inter-agency, and private landowner cooperation through non-political forum concerned with area-wide needs and resources. The Task Force will not infringe upon or usurp the authorities of cooperating parties.
5. Receiving and expending federal, state, private, and local funds, and contracting with above units of government, private organizations, and individuals in a manner consistent with the concepts outlined in the Sandhills Management Plan.
6. Improving the Sandhills area economy and environment by striving for sustaining profitable private ranching, wildlife diversity, and associated water supplies.
7. Furnishing general and technical aid to governments and individuals as they request, to promote and accomplish the concepts outlined in the Sandhills Management Plan.

ARTICLE II

BOARD OF DIRECTORS

Management of the Task Force shall be by its Board of Directors.

A. Board of Directors

1. The Board of Directors will be made up of 16 directors. They shall include:
 - One director recommended by the U.S. Fish and Wildlife Service,
 - Three directors recommended by the Nebraska Cattlemen,
 - One director recommended by the Nebraska Game and Parks Commission,
 - One director recommended by a Nebraska Resource Conservation Development and Planning Council whose administrative boundary includes a portion of the Sandhills region,

- One director recommended by the Natural Resources Conservation Service,
 - One director who presently or previously served as county supervisor or commissioner within a county listed in Article I, B,
 - One director recommended by a private environmental or conservation group,
 - One director selected from outside the Task Force Area as described in Article I. B, and
 - Six other directors.
2. At least nine directors shall make their primary livelihood from ranching within the Sandhills, or shall be retired from ranching, in each case hereinafter referred to as Ranchers.
 3. Each director shall serve one-year term but may be re-elected to an unlimited number of terms. At each annual meeting, the Board of Directors shall nominate and elect all the directors in accordance with Article II, Section A.
 4. A director may resign from the Board of Directors at any time.
 5. A director may be removed from the Board of Directors by majority vote of the Board of Directors if the director either (a) is absent from two consecutive meetings of the Board of Directors or (b) no longer qualifies for the position he/she was selected to represent, as described in Article II, Section A.
 6. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors in accordance with Article II, Section A.

B. Officers:

1. The Officers will be elected annually from the directors by a simple majority vote of the Board. The Officers shall consist of the President, Vice-President and Secretary/Treasurer.
2. Each Officer will serve a term of one year. An officer may be re-elected for the same position for an unlimited number of terms.
3. The President shall (a) be the chief executive officer of the corporation, (b) be accountable to the Board of Directors, (c) in general supervise all of the business and affairs of the corporation, (d) be primarily responsible for providing leadership in the governance and management of the corporation, (e) perform all duties assigned by the Board of Directors from time to time and (f) perform all duties incident to the office of President.
4. The Vice President shall (a) be an executive officer of the corporation, (b) be accountable to the Board of Directors, (c) perform all duties assigned by the President or the Board of Directors from time to time and (d) perform all duties incident to the office of Vice President.
5. The Secretary/Treasurer shall (a) be an executive officer of the corporation, (b) be accountable to the Board of Directors, (c) keep the minutes of all meetings of the Board of Directors, be responsible for authenticating records of the corporation, see that all notices are duly given in accordance with these Bylaws or as required by law, have charge of all records of the Board of Directors and in general perform all the duties incident to the office of Secretary, (d) keep and maintain, or cause to be kept and maintained, adequate and comprehensive books and records of the assets of the corporation and its transactions, (e) perform all duties assigned by the President or the Board of Directors from time to time and (f) perform all duties incident to the office of Secretary/Treasurer.

C. Meeting of the Board of Directors:

1. Will be held at least semi-annually. Additional meetings may be called by the President or by a simple majority of the Board. Each director is expected to attend all meetings of the Board of Directors.
2. May or may not be publicly advertised, but will be open to public attendance but not participation (unless approved by the Board).

- D. Quorum
A quorum for the purpose of conducting business shall consist of eight directors, five must be Ranchers.
- E. Voting
Unless otherwise stated in these Bylaws or the Corporation's Articles of Incorporation, or required by Nebraska law, voting, planning, and approval by the Board is by simple majority vote of directors present during a meeting.
- F. Parliamentary Procedure
To the extent not otherwise governed by Nebraska law, the Corporation's Articles of Incorporation or these Bylaws, meetings of the Board of Directors shall be conducted in accordance with Roberts Rules of Order.
- G. Amendments to the Bylaws
Amendments to the Bylaws will be voted on by the Board (1) after each director has been notified at least 30 days prior to the vote and (2) otherwise in accordance with Nebraska law.

ARTICLE III

PURPOSES

The Task Force is formed for the following purposes:

- A. Advisory
 - 1. Represent local opinions and concerns on environmental, economic and social issues that pertain to natural resources.
 - 2. Develop strategies or solutions that will help resolve conflicts between private and public interests.
 - 3. Further the general public, public agencies and organization's understanding of the Sandhills Area and the impacts of resource management practices on the area.
 - 4. Serve as a liaison between private sectors and public agencies or organizations.
 - 5. Review and comment on the work and accomplishments of the Sandhills Habitat Office.
- B. Funding
 - 1. Seek and direct the use of funds toward sound management practices that support the concepts outlined in the Sandhills Management Plan.
 - 2. Obligate no expenditures without having adequate funds.
- C. Miscellaneous
 - 1. Organize committees as the need arises.
 - 2. Conduct all other activities authorized by the Board of Directors and permitted by Nebraska law.

ARTICLE IV

COMMITTEES

- A. Executive Committee
The Executive Committee shall be made up of the Officers. The President, at his or her discretion, may ask other Board Members to serve on a temporary basis to address specific issues or projects.

1. Meetings of the Executive Committee will be held at the request of the President or the entire Board of Directors.
 2. Duties will include:
 - a. Addressing all matters associated with staff; including performance plans, evaluations, salaries, work assignments, and general guidance.
 - b. Periodically review policies and positions of the Sandhills Task Force and identify any actions that need to be addressed by the Board.
 - c. Act on behalf of the Board on matters that need prompt attention and are clearly in line with established procedures or practices of the Task Force.
 3. The Committee will keep written record of each meeting and make those records available to the Board.
- B. Ad hoc Committees
- At the President' discretion or by request of the Board of Directors, the President may form an Ad hoc committee when an objective needs consideration and the work is not within the scope of an existing committee.
1. The Ad hoc Committees will report to the Board of Directors at scheduled Board meetings.
 2. All actions which need to be taken and are outside the authority of the Ad hoc Committee will be brought before the Board for their approval.
 3. Ad hoc Committees will remain in existence until dissolved by the President.

ARTICLE V

DISSOLUTION

The Sandhills Task Force will be dissolved by the approval of three-fourths of the Board.

**Sandhills Task Force
Amended and Restated Articles of Incorporation**

These Amended and Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation of Sandhills Task Force (the "corporation"), as amended to the date hereof, and these Amended and Restated Articles of Incorporation supersede the corporation's original Articles of Incorporation and all amendments thereto. By adopting these Amended and Restated Articles of Incorporation, all prior provisions and articles of the corporation's Articles of Incorporation are repealed and replaced with these Amended and Restated Articles of Incorporation.

- I. The name of the corporation is Sandhills Task Force.
- II. The corporation is a public benefit corporation.
- III. The period of duration of the corporation is perpetual.
- IV. The address of the corporation's initial Registered Office in the State of Nebraska is 2610 Avenue Q in the City of Kearney, County of Buffalo, and the name of the corporation's initial Registered Agent at said address is Gene Mack.
- V. The corporation shall have no members.
- VI. The board of directors shall be 15 in number.
- VII. The corporation is organized and operated exclusively for religious, charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as subsequently amended (the "Code"). No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth below. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
- VIII. The objects and purposes of the corporation are to promote the wise management and enhancement of natural resources within the Sandhills of Nebraska:
 - a. To increase cooperation between private landowners, Government and private conservation organizations to enhance the grassland-wetland ecosystem in a way that

sustains private profitable ranching, wildlife and vegetative diversity and associated water supplies.

- b. To administer the Sandhills Resource Conservation Fund for the enhancement and benefit of natural resources within the state of Nebraska.
 - c. To provide natural resource education and technical assistance without regard to age, race color, religion, sex, marital status, physical or mental handicap (must possess capacity to enter into a legal contract) or national origin.
 - d. To acquire, improve and operate any real or personal property or interest or rights therein or appurtenant thereto.
 - e. To sell, convey, assign, mortgage or lease any real and personal property.
 - f. To do all things necessary and appropriate for carrying out and exercising the foregoing of these purposes.
 - g. To furnish general and technical aid to governments and individuals as they request to promote and accomplish project policies, plans and measures.
 - h. To review and comment on proposals of importance in an effort to coordinate local, regional, state and federal programs.
- IX.** The officers of the corporation shall be a President, Vice President, and Secretary/Treasurer who shall be chosen by the Board of Directors in such manner as provided in the By-Laws, subject to the requirement that all officers be members of the Board of Directors of this corporation. Each such officer, to the extent permissible by law, and as provided in the By-Laws or Resolutions of the Board of Directors, shall be relieved of responsibility for exercise of authority or performance of duties incident to such office, the exercise or performance of which has been assigned to subordinate officers.
- X.** Members of the board of directors who are nonactive or no longer qualify for the selected position, as defined by the By-Laws, may be withdrawn from the board of directors by the simple majority vote of the board of directors.
- XI.** The private property of the directors and officers of the corporation shall not be subject to payment of corporation debts, nor shall its directors and officers be subject to assessments. All income of the corporation shall be used exclusively to accomplish the purposes of the corporation, and may not inure to the benefit of any director, trustee or officer of the corporation or any private individual and no director or trustee, officer or any private individual shall be entitled to share in the distribution of any of the corporation's assets upon dissolution of the corporation.
- XII.** The corporation shall indemnify each director and officer against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved by reason of his being or having been an

officer or director (whether or not he continues to be an officer or director at the time of incurring such expenses), provided this shall not be construed to authorize the corporation to protect any such director or officer against any liability to which he would otherwise be subject by reason of willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office.

- XIII.** Upon the dissolution or liquidation of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, transfer all of the property and assets of any nature of the corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time be so qualified and as the board of directors shall determine in accordance with law. Any assets not so disposed of in accordance with the above procedures shall be disposed of by the district court of the county in which the principal office of the corporation has been located, exclusively for one or more such exempt purposes, or to such organization or organizations organized and operated exclusively for one or more of the exempt purposes of the corporation described herein and then qualified under Section 501(c)(3) of the Code, as such court shall determine.
- XIV.** The regulation of the internal affairs of the corporation, general operation and distribution of assets on dissolution or final liquidation may be governed by the provisions of the By-Laws of the corporation, subject to these Articles and by state or federal law or regulation.

IN WITNESS WHEREOF, the corporation has executed these Amended and Restated Articles of Incorporation as of April 4, 1999.

SANDHILLS TASK FORCE

By Byron E. Estinger
Name Byron E. Estinger
Title President

STATE OF NEBRASKA)
)
COUNTY OF Thomas)

On this 18th day of August, 1999, before me personally appeared _____, known to me or satisfactorily proven to be the same person who executed the within instrument and acknowledged to me that he/she executed the same.

Heleen E. White
Notary Public

My commission expires:
12-17-1999

[Notarial Seal]

