

Missouri Valley Resource Council By-Laws

1. **Mission:** The objective of the Chapter shall be to further those goals which are consistent with the wishes of its membership and not be inconsistent with the objectives of its parent organization, the Dakota Resource Council.
2. **Membership:** Membership shall consist of all dues-paying natural persons or legal entities. The Executive committee may reject any application for membership in the best interest of the Chapter, subject to review by the membership at the next Chapter meeting.
3. **Dues:** Dues shall be set by the vote of the membership at the annual meeting.
4. **Quorum:** A majority of members present at any meeting shall constitute a quorum, provided there has been prior notice of 14 calendar days, effected by posting by either first class mail or e-mail to the last address provided by each member. Written proxies will suffice as votes and counted as attendance as well.
5. **Officers:** There shall be 3 officers having one year terms: Chairperson, Vice Chairperson, and Secretary-Treasurer, who shall constitute an Executive Committee to manage and direct the day-to-day functions of the chapter, as appropriate.
6. **DRC Board:** There shall be 2 members who shall be selected to serve one year terms as members of the board of directors of the Dakota Resource Council.
7. **Agenda:** The agenda of the chapter a any membership meeting shall be set by the Executive Committee. Any member may also place a matter on the agenda by providing reasonable specificity of the matter to the Executive Committee, 7 calendar days prior to the meeting by posting by either first class mail or e-mail to the last address of any officer. In the case of any matter subsumed in sections 8, 9 or 10, such notice shall also be given to all persons currently carried in the membership roster.
8. **Officer Removal:** An officer may be removed by a 2/3 vote at any meeting, but only if the matter has been placed on the agenda in accordance with section 7.
9. **Member Expulsion:** A member may be expelled by a 2/3 vote at any meeting, but only if the matter has been placed on the agenda in accordance with section 7.
10. **Amendment:** These by-laws are effective upon a majority vote at any meeting and, thereafter, may be amended by a 2/3 vote at any meeting, but only if the full contents of the proposed amendment have been provided in accordance with section 7.

11. Conduct of Meetings: On call for point of order by any officer at a Board meeting or any member at a membership meeting, subsequent conduct of that meeting shall be conducted in accordance with Robert's Rules of Order.

**DAKOTA RESOURCE COUNCIL BYLAWS
AMENDED OCTOBER 26, 2002**

ARTICLE I. NAME

Section 1. The primary name of this corporation shall be the Dakota Resource Council, hereinafter referred to as "DRC", of the corporation.

ARTICLE II. PURPOSE

Section 1. The primary goal of DRC is to help North Dakota people create a strong and self-sustaining organization enabling us to make our voices heard in decisions affecting our lives and the use of our natural resources, and to protect and conserve renewable resources, especially the land, and the water and air which are inseparable from it.

Section 2. DRC shall promote efforts to protect and conserve farm land and to maintain North Dakota's traditional agrarian lifestyle, recognizing that we draw our sustenance from the land and also recognizing our obligation to ensure a viable and self-sustaining homeland for future generations; DRC further recognizes the potential threat to North Dakota's human and natural resources from mineral extraction and conversion.

Section 3. The DRC shall have five major functions: (1) organization; (2) research; (3) communication; (4) education; and (5) advocacy.

ARTICLE III. POWERS

Section 1. The corporation shall have all powers as are now or may hereinafter be granted by the North Dakota Non-profit Corporation Act.

Section 2. The corporation shall not afford pecuniary gain, incidentally or otherwise, to its directors, officers or members, except that the corporation shall be authorized to make reasonable allowance in payment for actual expenditures incurred or for services rendered for or on behalf of DRC.

ARTICLE IV. OFFICES, CORPORATE SEAL

Section 1. The community in which the registered office of DRC is located in Dickinson, North Dakota.

Section 2. DRC may have such other offices, within, or without the State of North Dakota, as the Board of Directors may from time to time determine.

Section 3. DRC shall have no corporate seal.

ARTICLE V. MEMBERSHIP

Section 1A. DRC is open to any organization or individual supporting the purpose of DRC.

Section 1B. Membership may include: (1) farmers dedicated vocationally to food production; (2) farmers, business and community people who believe the long range economic well being and stability of North Dakota is in its agriculture; (3) people who value the quality of life in rural North Dakota; (4) people whose livelihood or lifestyle are threatened by the irresponsible acts of corporations and/or government entities.

Section 2. Any person, organization, corporation or other legal entity wishing to be a member of DRC shall pay an annual membership fee to be determined by the Board of Directors.

Section 3. Organizations, corporations or other legal entities shall designate the person who is to receive the communication of DRC and shall designate the person who is to cast the membership vote of the organization, corporation or other legal entity. Affiliates of DRC shall pay the same annual membership fee to DRC for each member of that affiliate as the DRC Board determines for general members.

Section 4. Termination. Any member or affiliate of this corporation may be removed or expelled from membership by a majority vote of the Board after finding a lack of sympathy with, or overt acts contrary to, the purposes or objectives of DRC. No member shall be removed or expelled until furnished a written statement of reasons for proposed removal or expulsion and the opportunity for a hearing before the Board to rebut the stated grounds for removal or expulsion.

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary.

Section 6. Transfer of membership. Membership in the DRC is neither transferable or assignable.

ARTICLE VI. MEETING OF MEMBERS

Section 1. Annual Meeting. There shall be an annual meeting of the membership to be held the fourth Saturday of October.

Section 2. Regular Meetings. Other meetings of DRC may be called throughout the year as determined by the Board of Directors.

Section 3. Special Meetings. Special meetings of the membership may be called by the Chairperson or the Board of Directors, or shall be called upon the written request of fifteen members of DRC. The purpose of the meeting shall be stated in the call.

Section 4. Notice of meeting. Except in cases of emergency, as determined by the Board, at least ten days written notice shall be given before the annual meeting or any special meeting of the membership.

Section 5. Quorum. DRC members in attendance at the membership meeting, annual or special meeting, shall constitute a quorum.

Section 6. Proxies. Members shall not be entitled to vote by proxy.

Section 7. Property Rights. No member shall have any right, title, or interest in or to any property of this corporation.

ARTICLE VII. AFFILIATE ORGANIZATIONS

Section 1. Definition. An affiliate organization is an organization from a geographical area, or other common interest group which is accepted as an affiliate by the Board, which pays a yearly affiliation fee as determined by the Board, and which meets any other terms of affiliation as specified by the Board.

Section 2. Affiliate Members. Once an affiliate is accepted into membership by the Board, any member of an affiliate organization shall be a member of DRC, provided they meet the membership criteria as otherwise stated in these bylaws.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall be the policy making body of DRC, subject to the decisions of the annual membership meeting. It shall conduct affairs and business of DRC, which it may delegate as it deems appropriate.

Section 2. Number, Tenure. DRC shall have a Board of Directors consisting of a Chairperson, Vice Chairperson, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Past Chairperson, four at large Board members, and two Board members from each affiliate organization. The Chairperson, Vice Chairperson, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and At Large Board members may succeed themselves for one additional term, if nominated and elected; the Treasurer may serve three additional consecutive one year term, if nominated and elected. All members of the Board shall not, after their term expires, be precluded from serving the Board in any position or office.

Section 3A. Nominations and Election Procedures. Effective from the first annual membership meeting and thereafter, the Board shall appoint a Nominations Committee consisting of five DRC members, who shall nominate a slate of nominees, having at least one nominee for the offices of Chairperson, Vice Chairperson, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and four At Large Board members. The Nominations Committee shall contact each nominee in advance to ascertain that the proposed nominee is willing to serve if elected.

Section 3B. The Nomination Committee shall submit its report to the annual membership meeting, but its report shall be available to the membership at least ten days in advance of the annual membership meeting.

Section 3C. The nominating procedure outlined above shall not preclude any member from nominating, from the floor, a candidate for election to Board of Directors.

Section 4. Meetings. The Board shall have at least six (6) regular meetings a year, spaced as evenly as possible. Executive or special meetings of the Board may be called by the Chairperson, and shall be called upon the written request of three members of the Board. The Board may meet in executive session on matters relating to the internal affairs of the Board, staff matters, and on other matters as are commonly subject to being considered in executive session as set forth in Robert's Rules of Order, Newly Revised. At the discretion of the Chairperson, executive sessions may be held by conference call. Except when the Board meets in executive session, the meetings of the Board of Directors shall be open to all DRC members who wish to attend.

Section 5. Quorums. A regular quorum of the Board shall consist of a majority of the Board members provided that three of the seven officers are present. In the absence of a regular quorum, business may be transacted under a minimum quorum which shall consist of one representative from any two affiliates and six of the eleven titled positions.

Section 6. Meeting Notice. Notice of regular monthly Board of Directors meetings shall be given by regular mail in writing seven days in advance of the meeting by the Secretary or his or her designee. Notice of any special meeting of the Board of Directors shall be given by regular mail in writing three days in advance of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, or the purpose of any regular or special meeting of the Board need be specified in the notice or waive of notice of such meeting, unless specifically required by these bylaws.

Section 7. Resignation. Any Board member may resign at any time by giving written notice of his or her resignation delivered to the Chairperson, or to the Secretary of DRC. Any such resignation shall take effect upon receipt thereof by the Chairperson or Secretary of DRC.

Section 8. Replacement. Any Board member may be replaced by the Board of Directors whenever in its judgement the best interests of the corporation would be served thereby, or if a board member has not attended a board meeting three consecutive times, or missed a total of four times, during the year in which elected. Replacement shall be only by a 75% vote of the total number of Board of Directors, at any Board meeting called for the purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting. Also, DRC affiliates which have not been represented at DRC Board meetings for three consecutive times by at least one of their two representatives, shall appoint new representatives. If this creates a hardship, the affiliate may request a meeting before the DRC Executive Board to work out an agreement for continued participation.

Section 9. Vacancies. The Board has the power to fill any vacancy among the eleven titled Board positions by appointment.

ARTICLE IX. OFFICERS

Section 1. The officers of DRC shall be a Chairperson, Past Chairperson, a Vice Chairperson, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer.

Section 2. The Chairperson. It shall be the duty of the Chairperson to preside at meetings of the Board and at membership meetings; to appoint committees and serve as an ex-officio member of such committees, except that he or she shall not appoint any nominating committee nor serve thereon; to serve as spokesperson for DRC as directed by the membership meetings and the Board; and to perform such executive and managerial functions as are necessary to conduct the business and activities of DRC. The Chairperson may delegate as much of the foregoing functions as he or she sees fit unless otherwise directed by the Board.

Section 3. The Vice Chairperson. The Vice Chairperson shall perform the duties of the Chairperson when the Chairperson is unable to perform such duties. In the absence of the Chairperson or the Vice Chairperson, the most immediate Past Chairperson in attendance shall perform the duties of the Chairperson.

Section 4. The Secretary and Assistant Secretary. The Secretary shall perform the duties as set forth in Robert's Rules of Order, Newly Revised, and furnish each member of the Board a copy of the minutes taken at all non-executive Board meetings with other Board materials prior to the following Board meeting. The Secretary may delegate the performance of such duties as he or she may find necessary, first to the Assistant Secretary. The Assistant Secretary shall perform the duties of the Secretary when the Secretary is unable to perform such duties.

Section 5. The Treasurer and Assistant Treasurer. The Treasurer shall be entrusted with the custody of the DRC funds, to be disbursed on order of the Board or a duly authorized representative. The Treasurer shall make a monthly report to the Board on DRC's financial condition, and he or she shall make a full financial report at the annual membership meeting. Upon approval of the Board, the Treasurer may delegate the performance of such duties as he or she may find necessary, first to the Assistant Treasurer. The Assistant Treasurer shall perform the duties of the Treasurer when the Treasurer is unable to perform such duties.

ARTICLE X. EXECUTIVE COMMITTEE

Section 1. An Executive Committee of the Board of Directors shall consist of the seven officers of this corporation.

Section 2. To the extent determined by the Board of Directors, from time to time, the Executive Committee shall have the authority of the Board in the management of the business of the corporation. The Executive Committee shall act only in the interval between meetings of the Board of Directors, and at all times is subject to the control and direction of the Board.

Section 3. A quorum of the Executive Committee shall consist of five of the seven officers of the Board.

ARTICLE XI. DRC STAFF

Section 1. The Board of Directors may employ a staff to carry out its directives and shall set policies and procedures for employment practices, creating such positions as the Board may deem necessary to further its activities.

ARTICLE XII. FINANCIAL MATTERS

Section 1. Fiscal year. The fiscal of DRC shall be October 1 through September 30.

Section 2. Financial Reports. The financial records of DRC shall be audited at least once every four years or at any time at the direction of the Board.

ARTICLE XIII. WAIVER OF NOTICE

Section 1. Whenever notice of any meeting is required to be given by these bylaws or any of the corporate laws of the State of North Dakota, such notice may be waived in writing, signed by the person or persons entitled to such notice, whether before, at or after the time stated therein or before, at, or after the meeting.

ARTICLE XIV. AMENDMENTS TO THE BYLAWS

Section 1. These bylaws may be amended by the following procedure: a) a specific motion to consider amendment may be made by any DRC member at a meeting of the Board if the petitioner submits a complete draft of the proposed amendment to the Board; b) if the Board approves a motion to submit the proposed amendment to the members, a copy of the draft of the proposed amendment shall be supplied to every member of DRC at least ten days prior to the annual meeting; c) approval of the proposed amendment shall require a two-thirds favorable vote of the members present at the annual meeting.

ARTICLE XV. PROCEDURAL RULES

Section 1. In all matters not otherwise specified in these bylaws affecting matters of procedure and parliamentary order, DRC will follow Robert's Rules of Order, as revised.

ARTICLE XVI. LIABILITY

Section 1. The members of DRC shall have no personal liability for obligations of the corporation.

ARTICLE XVII. CORPORATE DISSOLUTION

Section 1. Upon dissolution of the corporation, the Board, at its last meeting, shall by a majority vote designate, in accordance with appropriate North Dakota State laws and regulations and the requirements of the Internal Revenue Service, the organization or organizations which shall receive the assets of DRC after all debts and outstanding liabilities have been paid.

Dakota Resource Council
Saturday, August 4, 2001, 1 p.m. MDT
Perkins Restaurant, 188 Museum Drive, Dickinson, ND

In attendance: Randy Arneson, Minot; Lorraine Dopson, Bismarck; John Hagen, Keene; Terrence Kardong, Richardton; Donny Nelson, Keene; Linda Rauser, Keene; Craig Scott, Bismarck; R. J. Stohler, Parshall; Gene Wirtz, Underwood.

Affiliates: BARC: Wayne Fisher; DCUP: Harlin Kling, Halliday; GFC3: ; MCETA: ; MCLA: ; SVC: ; Missouri Valley Resource Council: Bill Zuger

Staff: Mary Christensen, Washburn; Scott Fry, Bismarck, Pam Mitchell, Dickinson; Lynn Wolff, Fargo; Mark Trechock, DRC Director.

Other: Jean Alheiser, Dickinson, Darlene Medlar, Dickinson.

Note: Roman Numeral and letter [e.g., IV. C.] indicates the Agenda item's designation. M2C indicates Moved, Seconded, and Carried, followed by the names of person making the motion and the person offering the second. All times are Mountain Daylight Time (MDT).

- I. Call to Order at 1:19 P.M. MDT by President Donny Nelson
(Agenda Note 2 F's in V. New Business: reletter F, G, H, I.)
- II. Secretary's Report Corrections were noted in V C ("to endorse the comments endorsed by"); V J ("to defer an") and VI D ("Weinike") [Note corrected copy enclosed.] M2C (Stohler, Arneson) to accept as corrected.
- III. Treasurer's Report: Randy Arneson presented the financial reports. M2C (Wirtz, Hagen) to receive the financial reports.

IV. Old Business

- A. M2C (Medlar, Wirtz) to approve the recommendation of the Farm Preservation Committee (FPC) regarding its structure and terms of office as outlined in the report.
- B. M2C (Scott, Dopson) to approve the recommendation of the Personnel Committee regarding annual salary review for employees other than Field Organizers, with the correction that the 12 year goal for the Office Manager is \$15 per hour.
- C. M2C (Medlar, Kardong) to appoint a task force of Randy Arneson, Mary Christensen, and Linda Rauser to investigate alternatives to the current employee insurance plan.
- D. After a presentation by Bill Zuger, Secretary Treasurer of the Missouri Valley Resource Council, it was M2C (Scott, Wirtz) to accept the Missouri Valley Resource Council as an affiliate. Its principal issues are River Bank ownership and Mercury Contamination.

V. New Business

- A. By consensus, the chair was authorized to appoint a program committee for the annual meeting, October 27, to be held in Grand Forks at the Royal Fork.
- B. M2C (Scott, Zuger) that DRC should continue to work with the North Dakota Progressive Coalition to develop a statewide campaign on economic development and corporate accountability, but not to participate in an initiated measure.

The Chair declared a recess at 2:31 p.m. MDT; the body reconvened at 2:47 p.m. MDT.

- C. After much discussion about DRC exploring further the possibilities of organizing work in Divide County, and in view of the staffing presently available, by consensus, no action was taken.
- D. M2C (Scott, Rauser) to send the staff director to a U.S. Environmental Protection Agency training on air quality permits, August 23-24, in Denver.

E. M2C (Stohler, Scott) to participate in a WORC fly-in to Washington, D.C., September 8-12, and in an Ag Fly-In, September 15-19, by sending two members and one staff to lobby on federal energy policies.

F. M2C (Stohler, Hagen) that DRC send its second direct mail to members on federal energy policy, and agricultural policy, and to raise funds toward defraying the costs of the fly-ins.

G (F2). M2C (Rauser, Dopson) to send the staff director to a major donor training sponsored by the State Environmental Leadership Program, September 27-28, in Chicago, and stay for Farm Aid.

H. (G) M2C (Scott, Hagen) to accept the recommendation of the FPC and send at least one member and up to three persons to the Farm Aid concert and press event, September 29, in Indianapolis, funds are available, with a 2/3 "scholarship" for the participants.

I. (H) M2C (Scott, Kardong) to obtain a booth at the North Dakota State Fair for 2002, to evaluate its success and after that it will be on a year by year basis with the board's approval.

J. M2C (Rauser, Scott) that DRC sign on as an intervenor in the Charter Case, if the Northern Plains Resource Council signs on as an intervenor.

K. M2C (Medlar, Wirtz) to accept the invitation of the Presbytery of the Northern Plains to conduct a workshop at their meeting in Bottineau, October 1.

VI. Reports

A. Affiliates, Wayne Fisher reported for BARC, Harlin Kling for DCUP; Lynn Wolff for FC3, that they will have an open meeting August 22 or 23; Pam Mitchell reported for MCETA; no one reported for MCLA; Randy Arneson reported for SVC.

B. Pam Mitchell, organizer, reported for the Northern Prairies Resource Council Organizing Committee (Mountrail County).

C. There was no further report needed from the DRC Farm Preservation Committee and Safe Food Task Force

D. Scott Fry and Mark Trechock reported for the DRC Energy Policy Committee. There may be a conference call to follow up.

E. Mark Trechock reported for the SEED Advisory and Executive Boards

F. Linda Rauser reported for the Western Organization of Resource Council

VII. M2C (Arneson, Kardong) to put a policy in place regarding the reimbursement of Board members' transportation expenses to get to a Board Meeting.

VIII. The Chair declared adjournment at 4:12 p.m. MDT

Respectfully submitted



R. J. Stohler, Secretary