CLIMATE LAND LEADERS
BYLAWS
ADOPTED 07.09.2022
AMENDED 07.28.2026

ARTICLE I — NAME AND PURPOSE

Section 1 - Name: The name of the organization shall be Climate Land Leaders. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2 - Purpose: Climate Land Leaders is organized exclusively for charitable, scientific and education purposes. The purpose of this corporation is to provide community and support to help farmland owners mitigate the climate crisis and enhance rural vitality.

ARTICLE II — MEMBERSHIP

Section 1 – Membership: Membership shall consist of the board of directors.

ARTICLE III — BOARD OF DIRECTORS

Section 1 - Board role, size and compensation: The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to 9, but not fewer than **5** members.

Section 2 - Terms: All board members shall serve two- or three-year terms and are eligible for re-election for up to two consecutive terms.

Section 3 - Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 4 - Board elections: During the last quarter of each fiscal year of the corporation, the board of directors shall elect directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 5 - Election procedures: New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6 - Quorum: A quorum must be attended by at least fifty percent of board members for business transactions to take place and motions to pass. **A two-thirds majority of the Board is needed to pass a motion.**

Section 7 - Officers and Duties: There shall be three officers of the board, consisting of a chair, secretary, and treasurer. Their duties are as follows: The chair shall convene regularly scheduled board meetings, shall preside or arrange for the other member of the Executive Committee to preside at each meeting. The secretary shall take minutes at the board and Executive Committee meetings. The treasurer shall make a report at each board meeting. The treasurer shall assist in the preparation of the annual budget, help develop fundraising plans, make financial information available to board members and the public and ensure that appropriate financial records are maintained.

Section 8 - Vacancies: When a vacancy on the board exists mid-term, the chair must receive nominations for new members from present board members three weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 - Resignation, termination and absences: Resignation from the board must be in writing and received by the chair. A board member may be terminated from the board due to excess absences, more than two unexcused absences from

board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 - Special meetings: Special meetings of the board shall be called upon the request of the chair, or at least fifty percent of the board. Notices of special meetings shall be sent out by the chair to each board member at least three weeks in advance.

Section 11 - Remote communication for meetings: Any meeting of directors may be conducted solely by one or more means of remote communication through which all directors may participate, if notice of the meeting is given as described in Section 3 and if the number participating is sufficient to constitute a quorum as described in Section 6. Remote communication includes but is not limited to telephone, video, the Internet, or such other means by which persons may communicate with each other on a limited time basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

Section 12 - Action without a meeting: Upon initiative of the chair, an action that may be taken at a regular or special meeting may be taken without a meeting if the chair mails or electronically delivers a ballot to every director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting.

ARTICLE IV — COMMITTEES

Section 1 - Committee formation: The board may create ad hoc committees as needed, such as fundraising and public relations, etc. The board chair appoints all committee chairs.

Section 2 - Executive Committee: The three 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. A quorum of the Executive Committee shall be all officers.

ARTICLE V — DIRECTOR AND STAFF

Section 1 - Executive Director: The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, **including carrying out the organization's goals and policies and hiring and supervising staff.** The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLE VI – AMENDMENTS

Section 1 - Amendments: These bylaws may be amended when necessary by two-thirds majority of the full board of directors. Proposed amendments must be submitted to the chair to be sent out with regular board announcements.