

**BYLAWS  
OF THE  
NEVADA SECTION  
SOCIETY FOR RANGE MANAGEMENT**

**ARTICLE I**

Place of Business

The principal place for the transaction of business for the corporation shall be in Washoe County, Nevada.

**ARTICLE II**

Trustees

Section 1. Number. The authorized number of the trustees of this corporation shall be not less than five (5) nor more than fifteen (15).

Section 2. Powers. All corporate powers (subject to limitations of the Certificate of Incorporation and to the provisions of law requiring action to be authorized or approved by the membership) shall be exercised by or under authority of and the business and affairs of this corporation shall be controlled by its Board of Trustees, and, subject to the same limitations, the Board shall also have power:

(1) To appoint and remove all officers, prescribe their duties, fix their compensation, and require from them security for faithful performance of service if deemed necessary.

(2) To make rules and regulations not inconsistent with law or the Certificate of Incorporation for the guidance of the officers and management of the affairs of the corporation.

(3) To change the location of the principal office of the corporation for the transaction of the business thereof from one location to another in the State of Nevada; to establish and maintain branch offices at any place where the corporation is qualified to do business, to designate any place, within or without the State of Nevada, for the holding of any members' meeting.

Section 3. Duties. The Board of Trustees shall:

(1) Cause to be kept open to the inspection of any person entitled thereto and making proper demand therefore, a book of minutes of all meetings of the trustees and members of the corporation, adequate and correct books of account of the properties and business transactions of the corporation, all in the form prescribed by law and showing the details required by law.

(2) Adopt and use a corporate seal consisting of a circle setting forth on its circumference the name of the corporation and showing the state and date of incorporation.

Section 4. Election. The trustees of the corporation shall be elected at the annual meeting of membership by a majority of the members entitled to vote thereat and voting either in person or by proxy. The trustees shall I hold office until the next annual meeting of the membership and until their successors are elected.

Section 5. Meetings. Meetings of the Board of Trustees shall be held at any location within the State of Nevada as is selected by the President of the corporation. There shall be at least one annual meeting of the membership of the corporation. Notice of the time and place of the annual meeting shall be given to the members at least thirty (30) days in advance of the holding thereof. Special meetings of the Board for any purpose or purposes whatever may be called at any time by the President, or if he be absent or be unable to or refuse to act, by the President-Elect, upon due notice in writing given to each trustee at least five (5) days in advance in the manner prescribed by statute.

Section 6. Quorum. Four or more trustees present shall constitute a quorum of the Board for the transaction of business at a duly called meeting.

### **ARTICLE III**

#### Officers

Section 1. Election. There shall be a President and President-Elect to be chosen by the membership. There shall be also a secretary, Treasurer, and Executive Vice President to be appointed by the President. Each of said officers shall serve until he shall resign, or be removed or become disqualified, or until his successors shall be elected or appointed:

Section 2. President. The President shall be Chief Executive Officer, and, subject to the control of the Board of Trustees, have general supervision and direction of the business and affairs of the corporation. He shall :

(1) Preside at all meetings of the Board of Trustees and at all meetings of the membership.

(2) Call all meetings of the Board of Trustees.

(3) Employ and discharge, subject to the approval of the Board, such agents and employees as the business of the corporation shall from time to time require, and prescribe their duties, terms of employment and compensation.

(4) Exercise such other Dowers and perform such other duties as may be prescribed by the Board of Trustees or by these Bylaws.

Section 3. President-Elect. The President-Elect shall:

(1) Act in the absence or in capacity of the President, and, subject to the control of the Board of Trustees, assume the duties of the President at such times as the President is absent or unable to act.

Section 4. Secretary. The Secretary shall:

(1) Keep a book of minutes at the principal office of the corporation or such other places as the Board of Trustees shall order, of all meetings of the trustees and membership in the form and manner required by law.

(2) Keep at the principal office, open to inspection by members at all reasonable times, the original or a certified copy of the bylaws of the corporation as amended or otherwise altered to date.

(3) Keep the corporate seal and affix it to all papers and documents requiring a seal.

(4) Attend to such correspondence as may be assigned and perform all other duties incidental to said office or prescribed by the Board of Trustees or by law.

(5) Keep and maintain open to inspection by any trustee at all reasonable times, adequate and correct accounts of the properties and business transactions of the corporations, which shall include all matters required by law and be in form as required by law.

Section 5. Treasurer. The Treasurer shall:

(1) Have the care and custody of the funds and valuables of the corporation and deposit same in the name of and to the credit of the corporation with such depositories as the Board of Trustees may designate.

(2) Disburse the funds of the corporation as he or she may be ordered by the Board, taking proper vouchers for such disbursements.

(3) Render to the President or to the Board of Trustees, whenever they may require it, an account of all transactions as Treasurer, and a financial statement in form satisfactory to them, showing the condition of the corporation.

(4) Have such other powers and perform such other duties as may be prescribed by the Board of Trustees.

Section 6. Executive Vice President. The executive vice President shall:

(1) Serve as a member of the section council.

(2) Be present at all meetings of the Council and the general membership for the purpose of providing coordination and consistency to the Section.

(3) When necessary, represent the Section with other organizations.

(4) Assist or act on behalf of the three official Section representatives to the Parent Society Advisory Council.

(5) Contribute a column on Section activities for each issue of the Section newsletter.

(6) Contribute Section information to the Rangelands Editor on a regular basis.

(7) Serves as advisor to the Endowment Fund Manager.

(8) Serves as one of the four advisors to the Financial Committee.

(9) Will attend the Parent Society Annual Meeting.

(10) Will be reimbursed for expenses incurred while attending Parent Society or outside meetings, upon approval of the Section President.

(11) Exercise other powers and perform other duties as may be prescribed by the Section Council or the Bylaws.

**ARTICLE IV**

Amendments

These Bylaws or any particular one of them may be amended or repealed or new Bylaws may be adopted by the Board of Trustees or by the vote of members entitled to exercise a majority of the voting power of this corporation, or by the written assent of such members.

**ARTICLE V**

Waivers, Consents, Approvals

Trustees or members may sign a written waiver of notice, or a consent to the holding of any meeting, or an approval of the minutes thereof, and validate all transactions had or taken thereat.

**KNOW ALL MEN BY THESE PRESENTS:**

We, the undersigned members of the Board of Trustees of Nevada Section Society for Range Management, a Nevada corporation, do hereby certify: That we hereby assent to the within and foregoing bylaws and hereby adopt the same as the Bylaws of said corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names this \_\_ day of \_\_\_\_\_ of 20\_\_.