

- 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.