

BYLAWS OF
THE WESTERN STATES LAND COMMISSIONERS ASSOCIATION

A California Nonprofit Public Benefit Corporation

ARTICLE I

NAME

The name of the Corporation is:

THE WESTERN STATES LAND COMMISSIONERS ASSOCIATION

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation is to be located in the City of Sacramento, Sacramento County, California.

ARTICLE III

PURPOSE

3.01 Mission

The mission of the Corporation is to create value for its beneficiaries through leadership, education, and sound land management.

3.02 Non-profit

The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 in Article III. 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, the Corporation

shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Notwithstanding any other provision of these bylaws, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

3.03 Goals and Objectives

The goals of the Corporation shall be as follows:

- A. WSLCA represents all states and their beneficiaries.
- B. WSLCA builds strong relationships with other entities that further the association mission of leadership, education and sound land management.
- C. WSLCA facilitates strategic conversations and messaging to help produce maximum value for each of the states and the beneficiaries of trust assets.
- D. WSLCA is recognized by national and state elected officials as an influential voice for all members.
- E. WSLCA develops, communicates, and implements initiatives to address trust management, public policy, and association growth priorities.
- F. WSLCA has sufficient capacity and budget to implement its goals.

The objectives of the Corporation shall be as follows:

- A. To promote maximization of the income and earnings and preservation of the assets of the member states' Educational Land Grants or Institutional Trusts and the prudent administration of those Trusts.
- B. To acquire information regarding, and evaluate, public land, water and resource management policies and activities and the effects thereof.
- C. To develop prudent public land, water and resource management policies.

D. To provide information, education and assistance concerning the foregoing to the membership and interested parties.

ARTICLE IV

OFFICERS

4.01 Duties and Tenure of Office

The tenure of office for any officer of the Corporation shall be for one year, beginning on the date of election of such officer, or until a successor is elected. Election shall be held at the regular summer meeting or, upon the vacancy of any office, at the next meeting of the Corporation. The president may appoint a member as acting officer to any office which becomes vacant.

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4.02 President

The president shall be chief executive officer of the Corporation; be an ex-officio member of all committees; perform all the normal and customary duties of the office including presiding over all the meetings of the Corporation; and, on occasion, may authorize the expenditure of certain expenses for such items as conference or meeting rooms, food associated with such meetings, travel, etc., within the amount approved by the executive committee up to the limit approved in advance by the Corporation at a regular meeting. All such expenses will be reported to the Corporation at the next possible meeting.

4.03 Vice President

The vice president shall perform the duties of the president in the absence of the president. In addition, the vice president shall encourage cooperation with other states and other associations with complimentary interests.

4.04 Secretary

The secretary shall keep the official records of the Corporation; and the secretary shall record all votes of the members on all matters before the Corporation; and transmit resolutions and other material upon the direction of the Corporation. The secretary shall maintain a current list of the officers of the Corporation with their mailing addresses to be made available to the public as Appendix A of these bylaws.

4.05 Treasurer

The treasurer shall serve as the financial officer and is empowered to handle the financial affairs of the Corporation. The treasurer shall collect annual dues, receive other funds accruing to the Corporation, and disburse funds as directed by the membership or the executive committee. The treasurer prepares a financial report containing all pertinent data to be issued and distributed to each member at the Corporation's regular meeting; and the treasurer shall have authority to invest surplus demand funds in U.S. Government securities or in commercial savings accounts which provide a maximum interest return to the Corporation.

ARTICLE V

COMMITTEES

5.01 General

Members and staff designated by members may serve on any standing or special committee and exercise full voting rights on such committees, provided that no State shall have more than one vote on a given committee. Such persons may be appointed to a committee by the officers or committee chairman of the Corporation or may participate as a proxy for a member of the same state. Special committees may be formed as necessary by the president. The standing committees of the Corporation shall be elected or appointed as follows:

5.02 Executive Committee

This committee shall consist of the president, vice president, secretary, treasurer, and immediate past president. The president may appoint additional members at large. It shall be the responsibility of this committee to transact business consistent with the established policy or procedure of the Corporation when the Corporation is not in session. This committee shall have the authority to act for the Corporation and to decide all matters requiring attention when the Corporation is not in session and to hire, oversee, and to set policy to direct the work of any contracted vendor or staff. The executive committee shall report to the Corporation at the next regular meeting all business conducted. This committee shall have the authority to establish or dissolve other committees and to appoint committee chairpersons to such committees for the benefit of the Corporation.

5.03 Resolutions Committee

This committee shall review all resolutions submitted by members and draft resolutions as directed by the members for action by the Corporation and make recommendations to the Corporation thereon.

5.04 Legislative Committee

This committee, shall advise members of legislative action being taken by Congress and shall inform the members of action being taken by individual states.

5.05 Legal Committee

This committee shall review legal actions and decisions and advise the members of those which may affect them. The committee will also coordinate with counsel for the various members, the review and comment of draft briefs, arguments, petitions and related actions.

5.06 Nominating Committee

This committee shall, at the regular meeting of the Corporation, meet and nominate candidates for the offices of the Corporation. The committee shall also meet at such other times at the call of the president or at other duly organized meetings to nominate members for vacant offices.

ARTICLE VI MEMBERSHIP

6.01 General

The members of this Corporation are the duly appointed, elected, or acting state land Administrators of the member states may include, but are not limited to, the following:

ALASKA	NEVADA
ARIZONA	NEW MEXICO
ARKANSAS	NORTH DAKOTA
CALIFORNIA	OKLAHOMA
COLORADO	OREGON
IDAHO	SOUTH DAKOTA
LOUISIANA	TEXAS
MINNESOTA	UTAH
MISSISSIPPI	WASHINGTON
MONTANA	WISCONSIN
	WYOMING

and such additional members as are accepted by the Corporation.

6.02 Admission to Membership

- A. A candidate for membership in the Corporation shall submit a written request for membership containing the name, address and telephone number of the duly appointed or elected public land administrator of that state, a statement of reason for seeking membership in the Corporation; a summary of acres of public lands administered by type, and form of governing body (elected official, Commission, appointed board, etc). Membership shall be considered when the petitioning state lands administrator manages state-owned lands. A two-thirds vote of the membership shall be required for admission of new members.
- B. Associate members shall be US Trust Territories, Canadian Provinces and Mexican States. All associate members shall have the right to participate in all Corporation meetings, but shall not have the right to vote, hold office or chair committees. A majority vote of all the members shall be required for admission of new members.
- C. Private sector corporations, professional associations, non-profit entities, and individuals may apply to become Affiliate Members upon payment of the annual fee and approval by the Executive Committee. Affiliate members shall be allowed to attend Corporation meetings but shall not have the right to vote, hold office, or chair committees. Affiliate Membership shall not be considered an endorsement by the Corporation, and an Affiliate Member shall not represent itself as being endorsed by the Corporation. The Executive Committee may implement an Affiliate Membership program that best serves the Objectives of the Corporation and does not conflict with these bylaws.

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6.03 Annual Dues

The annual membership and associate member dues shall from time to time, be set by majority vote and shall be payable in advance in the month of March to the treasurer. Annual dues for Associate Members will be the same level as annual dues assessed to the member states unless specified otherwise by the membership. Affiliate Member dues shall be established by the Executive Committee.

ARTICLE VII

MEETINGS

7.01 General

This Corporation shall meet at least once annually for a regular summer meeting at a site to be selected in advance by the members of the Corporation. Additional conferences may also be held at a site also to be selected by the members of the Corporation. Other meetings shall be held as may be agreeable to the members of the Corporation or upon the call of the executive committee of the Corporation. In the event of a change of land commissioners or some unforeseen circumstances the site of the meeting may be changed by the president of the Corporation.

7.02 Quorum

One half of the member states in good standing shall constitute a quorum at any meeting.

7.03 Conduct of Meetings

The organization shall follow Roberts Rules of Order Revised in conducting all of its meetings and committee meetings.

7.04 Voting

Except for the provisions of section 5.01 related to committee participation, only the duly appointed, elected, or acting public land administrator of each member state shall vote at the meetings of the corporation; provided, however, should the duly appointed or elected officer be unable to attend or be present at any session, another representative from that state may be appointed to represent and vote during such absence by notification to the Secretary.

Voting methodology shall be conducted as prescribed and established by the executive committee. The vote required to amend the Bylaws or dissolve this organization is set out in Article VIII of these Bylaws. All other matters requiring a vote shall be determined by a simple majority of those members voting with a minimum of one-half of the membership voting.

ARTICLE VIII

AMENDMENTS TO BYLAWS AND DISSOLUTION OF THE CORPORATION

8.01 Amendments to Bylaws

These bylaws may be amended, altered or repealed in the following manner:

- A. A request may be presented in writing at a meeting with a quorum present.
- B. The request must be presented by a member of the Corporation and must be supported with the reasons there for.
- C. The amendment shall be considered and voted upon at a meeting and shall be considered passed and approved if two-thirds of the members present shall vote in favor of the amendment. When passed, amendments shall go into immediate effect unless otherwise specified by the members.

8.02 Dissolution

This Corporation may be dissolved by the vote of a two-thirds majority of the members. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

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ARTICLE IX
CERTIFICATION

This copy is a complete and correct copy of the bylaws under which the Corporation presently operates and embodies all of the powers, principles, purposes, functions and other provisions by which the Corporation currently governs itself.

I certify that I am the duly elected and acting Secretary of the Western States Lands Commissioners Association, a California nonprofit public benefit corporation, that the above bylaws, consisting of 12 pages including this page, are the bylaws of this Corporation as adopted by the membership on , and that they have not been amended or modified since that date.

Executed on July 11, 2017 at, Anchorage, Alaska.



Linda Fisher, Secretary