

**BYLAWS OF**  
**NATIONAL ASSOCIATION OF STATE TRUST LANDS**  
An Arizona Nonprofit Public Benefit Corporation

**ARTICLE I**  
**NAME**

The name of the Corporation is:

NATIONAL ASSOCIATION OF STATE TRUST LANDS

**ARTICLE II**  
**REGISTERED SERVICE AGENT**

The registered service agent for the National Association of State Trust Lands (NASTL) is:

CT Corporation System  
3800 N Central Avenue Suite 460  
Phoenix, Arizona 85021

**ARTICLE III**  
**PURPOSE**

**3.1. Mission**

The mission of NASTL shall be to achieve the goals and objectives listed herein and to influence creation of sound public and private policies and create best management practices, programs, and initiatives to advance the interests of the membership and their beneficiaries through leadership, education, prudent trust administration, and sound land management.

**3.2. Nonprofit**

NASTL 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 NASTL shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that NASTL 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 NASTL shall be the carrying on of propaganda, or otherwise attempting to

influence legislation, and NASTL 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, NASTL 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, NASTL shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of NASTL.

### **3.3. Goals and Objectives**

The goals of NASTL shall be:

- A. To represent interests of the membership and their beneficiaries.
- B. To build strong relationships with public and private entities that further NASTL's mission of leadership, education, prudent trust administration, and sound land management.
- C. To facilitate strategic conversations with public and private policy makers for the benefit of the membership and their beneficiaries.
- D. To be recognized by national and state elected officials as an influential voice for the membership.
- E. To develop, communicate, and implement policies, best management practices, programs, and initiatives addressing prudent trust administration, sound land management, public policies affecting the membership, and other priorities.
- F. To maintain sufficient membership and budget for achieving NASTL's goals and objectives.

The objectives of NASTL shall be as follows:

- A. To promote the maximization of the income and earnings for the membership and preservation of the assets of the members' Educational Land Grants or Institutional Trusts and the prudent administration of those trusts.
- B. To acquire and evaluate information regarding public and state trust land, water, and resource management policies, activities, and the effects thereof.

- C. To influence development of prudent public and state trust land, water, and resource management policies.
- D. To provide information, education, and assistance concerning prudent trust administration and sound land management policies to the membership, public and private policy makers, and other interested parties.

## **ARTICLE IV DIRECTORS AND OFFICERS**

### **4.1. Board of Directors**

Until the first meeting of the corporation's membership the number of directors shall be the number named in the Articles of Incorporation. Thereafter, the number of directors shall be the duly elected corporate officers, and the corporation's Executive Director. In the absence of such, all directors shall hold their offices until the next regular meeting of NASTL and thereafter until their successors are elected and qualify.

### **4.2. Duties and Tenure of Office**

The tenure of office for any officer of NASTL shall be one year, beginning on the date of election or appointment of such officer, or until a successor is elected or appointed. Elections of officers shall be held at a regular meeting or, upon the vacancy of any office, at the next meeting of NASTL. The president may appoint a member as acting officer to any office which becomes vacant. If the president is unavailable, the authority to appoint acting officers shall fall to the next officer available in the following order: vice president, secretary, treasurer.

### **4.3. President**

The president shall be chief executive officer of NASTL; be an ex-officio member of all committees and task forces; perform all the normal and customary duties of the office including presiding over all the meetings of NASTL; and, on occasion, may authorize the expenditure of certain expenses for such items as meeting rooms and food associated with such meetings, travel, and miscellaneous expenses within the amount approved by the Executive Committee. All such expenses will be reported to the membership at the next possible meeting.

#### **4.4. 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 between the membership and public and private entities having complimentary interests to NASTL.

#### **4.5. Secretary**

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

#### **4.6. Treasurer**

The treasurer shall serve as the financial officer and is empowered to handle the financial affairs of NASTL. The treasurer shall collect annual dues, receive funds accruing to NASTL, and disburse funds as directed by the membership or the Executive Committee. The treasurer shall prepare and distribute a financial report containing all pertinent data to each member at each regular meeting. The treasurer may invest surplus demand funds in U.S. Government securities or in commercial savings accounts which provide a maximum interest return to NASTL.

### **ARTICLE V COMMITTEES**

#### **5.1. General**

Persons associated with members may serve on any standing committee, special committee, or task force and such persons shall exercise full voting rights on such committees or task forces, provided that no member shall have more than one vote on a given committee or task force. Committee chairs may appoint persons to participate as proxies for unavailable committee or task force members so long as the proxy is associated with the same member holding the committee or task force seat. The Executive Committee may elect, appoint, or remove committee chairs and other persons serving on committees and task forces in any manner that is consistent with these Bylaws. Special committees and task forces may be formed or dissolved at the discretion of the Executive Committee.

Persons serving on standing committees of the Corporation shall be elected by at least one-half of the state members attending the meeting where the election is held or appointed as generally described herein. A majority of persons serving on a standing committee shall be associated with a state member.

Special committees that serve some temporary purpose, are limited in scope, or are devoted to a particular project may be established by the Executive Committee. Persons serving on special committees shall be elected or appointed in the same manner generally described herein. A majority of the persons serving on a special committee shall be associated with a state member.

Task forces that serve some temporary purpose, are limited in scope, or are devoted to a particular project may be established by the executive committee. A majority of persons serving on a task force shall be associated with a member (state member, associate member, or affiliate member) but unaffiliated experts or other interested persons may also serve on a task force. Unaffiliated persons serving on a task force shall be nominated by a member, and all persons serving on a task force shall be otherwise elected or appointed in the same manner generally described herein.

## **5.2. Executive Committee (standing committee)**

The Executive 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 the Executive Committee to transact business consistent with the established policy or procedure of NASTL at times the membership is not in session. The Executive Committee shall have the authority to act for NASTL and to decide all matters requiring attention when the membership 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 membership at the next regular meeting. The Executive Committee shall have the authority to establish or dissolve other committees and to appoint persons to serve on such committees. Each officer serving on the Executive Committee shall be elected by a majority vote of membership in attendance at the regular meeting.

## **5.3. Resolutions Committee (standing committee)**

The Resolutions Committee shall review or draft resolutions submitted or requested by the members and make recommendations to the membership thereon. The Resolutions Committee

shall consist of persons serving on the Executive Committee and other members at large appointed by the president or elected by the membership at a regular meeting. The president shall serve as the chair of the Resolutions Committee. The composition of the Resolutions Committee shall be approved by a majority vote of the membership in attendance at the regular meeting. All Resolutions adopted by the Association expire two years after adoption unless otherwise terminated, amended, or replaced by the Association.

#### **5.4. Nominating Committee (standing committee)**

The Nominating Committee shall, at the regular meeting of NASTL, meet to nominate candidates for the offices of NASTL. The Nominating Committee may also meet at such other times requested by the president or at other duly organized meetings to nominate members for vacant offices. The Nominating Committee shall consist of persons serving on the Executive Committee and other members at large appointed by the president or elected by the membership at a regular meeting. The president shall serve as the chair of the Nominating Committee.

### **ARTICLE VI MEMBERSHIP**

#### **6.1. General**

The term, “member” shall include state members, associate members, and affiliate members unless otherwise specified.

#### **6.2. State Membership**

State members of NASTL may include any duly appointed, elected, or acting administrator of public or state trust lands managed for the benefit of common education or other relevant trust beneficiaries in any State in the United States of America. A candidate for state membership in NASTL shall submit a written request for membership containing the name, address, and telephone number of the duly appointed or elected public or state trust lands administrator of that state; a statement describing the reasons for seeking membership in the Corporation; a summary of acres of public or state trust lands administered by type; form of governing body (elected official, Commission, appointed board, etc.); and beneficiaries. Membership shall be considered if the petitioning public or state trust lands administrator manages public or state trust lands for the benefit of common education or other relevant trust beneficiaries. Admission of new state

members shall be approved by a majority vote of the membership in attendance at a regular meeting.

### **6.3. Associate Membership**

Associate members may include US Trust Territories, Canadian Provinces and Mexican States. All associate members shall have the right to attend all NASTL meetings, chair committees, or serve on committees or task forces. A candidate for associate membership in NASTL shall submit a written request for membership containing the name, address, and telephone number of the duly appointed or elected public or state trust lands administrator of that territory, province, or state; a statement describing the reasons for seeking membership in NASTL; a summary of acres of public or state trust lands administered by type; and form of governing body (elected official, Commission, appointed board, etc.). Membership shall be considered if the petitioning public or state trust lands administrator manages public or state trust lands for the benefit of common education or other relevant trust beneficiaries. Admission of new associate members shall be approved by a majority vote of the membership in attendance at the regular meeting.

### **6.4. Affiliate Membership**

Affiliate members may include private sector corporations, professional associations, nonprofit entities, and individuals. A candidate for affiliate membership in NASTL shall submit a written request for membership containing the name, address, telephone number, and a statement describing the reasons for seeking membership in NASTL. Admission of new affiliate members shall be approved by the Executive Committee. Affiliate members shall have the right to participate in all meetings and serve on committees but shall not have the right to hold office or chair committees. Affiliate membership shall not be considered an endorsement by NASTL, and an affiliate member shall not represent itself as being endorsed by NASTL. The Executive Committee may implement an affiliate membership program that best serves the goals and objectives of NASTL and does not conflict with these Bylaws.

### **6.5. Annual Dues**

The annual membership dues shall from time to time, be set by majority vote of state members in attendance at the regular meeting and shall be payable in advance in the month of March to the treasurer. NASTL may assess annual dues for state members, associate members, and affiliate

members at different rates. Payment of annual dues shall be required to remain in good standing and exercise member rights.

#### **6.6. General**

NASTL shall meet at least once annually for a regular meeting at a site to be selected in advance by members. Additional conferences may also be held at a site to be selected by members. Other meetings shall be held as may be agreeable to members or at the request of the Executive Committee. In the event of a change of membership or some unforeseen circumstances the site of the meeting may be changed by the president of NASTL.

#### **6.7. Quorum**

One half of the state members in good standing shall constitute a quorum at any meeting.

#### **6.8. Conduct of Meetings**

NASTL shall follow Roberts Rules of Order Revised in conducting all meetings, committee meetings, and task force meetings.

#### **6.9. Voting**

Except for the provisions of section 5.01 related to committee and task force participation, only the duly appointed, elected, or acting administrator of public or state trust lands for each state member shall vote at the meetings of NASTL; provided, however, should the duly appointed or elected officer or representative be unable to attend or be present at any meeting, a proxy 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 VII AMENDMENTS AND DISSOLUTION**

#### **7.1. 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 state member of NASTL and must be supported with the reasons for the proposed amendment, alteration, or repeal.
- C. The proposed amendment, alteration, or repeal shall be considered and voted upon at a regular meeting and shall be considered passed and approved if two-thirds of the state members present shall vote in favor of the proposed amendment, alteration, or repeal. If passed, the proposed amendment, alteration, or repeal shall go into immediate effect unless otherwise specified by the members.

## **7.2. Dissolution of NASTL**

NASTL may be dissolved by the vote of a two-thirds majority of the state members. Upon the dissolution of NASTL, 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.

## **ARTICLE VIII CERTIFICATION**

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

I, Vicki Walker, certify that I am the duly elected and acting Secretary of the National Association of State Trust Lands, an Arizona nonprofit public benefit corporation, that the above Bylaws, consisting of nine (9) pages including this page, are the Bylaws of this Corporation as adopted by the membership on this 31st day of July, 2019 and that they have not been amended or modified since that date.



Secretary, National Association of State Trust Lands