

IOWA TRIBE OF KANSAS AND NEBRASKA
EXECUTIVE COMMITTEE
July 24, 2024

WHEREAS, The Iowa Executive Committee being duly organized met in Regular Session this 24th day of July, 2024; and,

WHEREAS, The Iowa Tribe of Kansas and Nebraska (the "Iowa Tribe") being organized and empowered by its Constitution and Bylaws of Iowa Tribe of Kansas and Nebraska (the "Constitution"), approved November 6, 1978, and amended from time to time, and;

WHEREAS, The Iowa Tribe Executive Committee has authority to act for the Iowa Tribe under the present Constitutional authority as provided in Article V. Section 1 – Enumerated Powers of the Constitution, and;

WHEREAS, The Iowa Tribe Executive Committee authorized the creation of the Center of Excellence for Regenerative Native Agriculture, LLC (CERNA) on March 22, 2024 pursuant to Resolution No. 23-R-12, and;

WHEREAS, The Iowa Tribe of Kansas and Nebraska is dedicated to enhancing the capabilities of the Center of Excellence for Regenerative Native Agriculture to expand its reach and amplify its impact in educating and empowering Native communities, farmers, ranchers, and producers by providing vital knowledge, resources, and opportunities for growth to promote responsible stewardship of the land, its natural resources, and its inhabitants. Additionally, ITKN is committed to supporting CERNA to increase market access for the commodities produced by said agriculturalists, ensuring their efforts contribute to sustainable and thriving communities, and;

NOW THEREFORE BE IT RESOLVED, that the Iowa Tribe of Kansas and Nebraska approves the operating procedures included at Exhibit A of this Resolution.

CERTIFICATION

The foregoing Resolution was duly adopted this date, July 24, 2024, in Regular Session of the Executive Committee, at which _ members of the Executive Committee were present, constituting a quorum, by a vote _ for, _ against.

Timothy Rhodd, Chairman
Iowa Tribe Executive Committee

ATTEST:

Anthony Fee, Secretary
Iowa Tribe Executive Committee
Exhibit A

CERNA Operating Processes

Section 1: Preamble

Center of Excellence for Regenerative Native Agriculture, LLC (“CERNA”) was created pursuant to resolution 23-R-12 on March 22, 2024.

According to that Resolution, CERNA was created to educate and empower Native communities, farmers, ranchers, and producers by providing vital knowledge, resources, and opportunities for growth to promote responsible stewardship of the land, its natural resources, and its inhabitants. CERNA also aims to increase market access for the commodities produced by said agriculturalists, ensuring their efforts contribute to sustainable and thriving communities.

CERNA is providing a valuable service to the community by fostering sustainable agricultural practices, supporting economic growth, and preserving cultural heritage. Through these actions, CERNA equips Native agriculturalists and their communities with the knowledge and resources necessary to responsibly steward the land. This ensures long-term health of natural resources and also promotes food sovereignty and self-sufficiency. By increasing market access for these commodities, CERNA helps to boost local economies, create job opportunities, and build resilient communities. Through education and empowerment, CERNA invests in the future generations and the land.

Section 2: Registered Office

The street address of the Center of Excellence for Regenerative Native Agriculture initial registered office within the exterior boundaries of the reservation of the Iowa Tribe of Kansas and Nebraska (the “Tribe”) is 3345 Thrasher Road, White Cloud, KS 66094.

Section 3: Purpose and Powers

CERNA’s goals are to:

1. Ensure the quality and sustainability of our food supply and natural resources.
2. Support and enhance the economic viability of Iowa Tribal and Native farmers, ranchers, and producers.
3. Protect and preserve traditional ecological knowledge while responsibly integrating modern technology and sciences into agricultural practices.
4. Promote food sovereignty and inter-Tribal trade within Tribal communities.
5. Encourage responsible environmental stewardship of natural resources.

CERNA will accomplish this by:

- Providing knowledge, resources, and an educational platform to inform farmers, ranchers, and producers about soil health and land stewardship practices.
- Building and fostering relationships and partnerships to create market access opportunities for regenerative agricultural commodities.

- Educating on the science around traditional ecological knowledge and how old practices can be blended with new technologies.
- Networking for Inter-tribal trade.

Section 4: Board of Directors.

The business and affairs of CERNA shall be managed by its Board of Directors.

- (a) The number of Directors shall initially consist of three (3) voting members, but the number of voting members may be increased or decreased, but in no event to less than three (3) voting members, at any time by resolution of the Iowa Tribe Executive Committee. The Tribe's Executive Committee shall appoint all Directors.
- (b) Each Director shall possess the level of experience and expertise as determined by the Tribe's Executive Committee to be necessary to carry out the duties of a Director and to contribute to the ability of CERNA to achieve its purposes. No person may serve as a Director who has been convicted of a felony within seven (7) years of his or her appointment. For this purpose, a felony shall mean a crime punishable by at least one (1) year in jail, regardless of whether the person actually served a full year in jail. At all times, a majority of Directors must be Tribal members of the Iowa Tribe of Kansas and Nebraska. In addition, Directors must possess any other qualifications prescribed by the Tribe's Executive Committee at the time of appointment.
- (c) The general terms of office for their positions shall be three years, but the Board may stagger terms in accordance with bylaws they formally adopt. There is no limit to the number of terms an individual may serve.
- (d) The business and affairs of CERNA shall be managed by its Board. The Iowa Tribe Executive Committee shall not have authority to direct the day-to-day business affairs of CERNA except through its status as the representative of the Owner of CERNA. The Directors may adopt such policies for the conduct of their meetings and the management of CERNA as they may deem proper, as long as such rules or regulations are not inconsistent with the Constitution and Bylaws of the Iowa Tribe of Kansas and Nebraska, Iowa Tribal policies, and applicable law. CERNA will follow the policies and guidelines of the Iowa Tribe of Kansas and Nebraska including handbooks, policies, and procedures. CERNA may set expectations for conduct and employment that are stricter than the Tribe (i.e. drug screening, background checks). Exceptions to all other policies that are not Tribal policies will be approved by the Board and submitted to the EC for final review and approval.
- (e) A Director's duties shall be performed in good faith, in a manner the Director believes to be in or not opposed to the best interests of CERNA, and with such care as an ordinarily prudent person would use under similar circumstances in a like position. In performing such duties, a Director shall be entitled to rely on factual information, professional opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:
 - (1) one or more officers or employees of CERNA whom such Director reasonably believes to be reliable and competent in the matters presented;

- (2) legal counsel, public accountants or other persons as to matters which such Director reasonably believes to be within such person's professional or expert competence; or
 - (3) a committee of the Board upon which such Director does not serve, duly designated by the Board, as to matters within its designated authority, which committee such Director reasonably believes to merit confidence; provided, that a Director shall not be considered to be acting in good faith if such Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted.
- (f) Directors shall receive such expense reimbursement, salary, or compensation as may be determined by the Executive Committee; provided, that any reductions of such amounts shall only operate prospectively.
- (g) The rules for the resignation, removal or retirement of any Director shall be as set forth in bylaws adopted by the Board, provided that:
- (1) Any one or more Directors may be removed with cause at any time by the Iowa Tribe Executive Committee acting as the representative of the Owner.
 - (2) A Director shall be informed in writing of the specific grounds for removal and shall be given an opportunity of seven days after receipt to respond in person prior to a decision regarding removal.
 - (3) Where duly adopted bylaws of the Board establish rules for removal of a Director by the remaining Directors of the Board, such removal decision shall be appealable to the Tribe's Executive Committee acting as representative of the Owner within seven days of such removal decision. The Tribe's Executive Committee shall hear and decide any timely appeal within seven days and any decision made by the Tribe's Executive Committee regarding such appeal shall be final.

Section 5: Conflict of Interest.

- (a) No Director shall participate in making a decision before the Board of Directors or vote on any matter before the Board of Directors, if the Director has a conflict of interest. Any Director who is disqualified from voting on a particular matter by reason of a conflict of interest shall publicly state, or have the President of the Board so state, the nature of such disqualification in an open Board meeting. When no clearly disqualifying conflict of interest appears, the matter of disqualification may, at the request of the Director affected, be decided by the other Directors. A Director who is disqualified by reason of a conflict of interest in any matter shall not remain in his or her seat during the debate and may not vote on such matter, but shall request and be given the permission of the President to step down from the Board table and leave the chamber or room in which the meeting is being conducted, provided however, if during the debate on the issue for which a Director declared a conflict, any remarks are made by any person against the Director or his/her family, the President shall invite the Director back into the meeting chamber

or room, to tell him/her of the remarks made and recognize and allow the Director to respond to the remarks. A Director stating such disqualification shall be counted as a part of a quorum and shall be considered an abstention for the purpose of determining the outcome of any vote on such matter.

- (b) For purposes of this section a Director shall have a conflict of interest when a decision of the Board will have a direct effect on:
 - (1) The Director's natural or adopted mother, father, step-father, step-mother, brother, sister, step-brother, step-sister, children, the Director's spouse or live-in partner;
 - (2) Any business in which the Director has a direct or indirect investment;
 - (3) Any real property in which the Director owns an interest or right of possession;
 - (4) Any person who has been a source of income to the Director of \$250.00 or more within the 12 months immediately preceding consideration of the issue that will result in a decision; or
 - (5) Any other interest brought to the Board's attention which the Board by majority vote determines is a conflict of interest.
- (c) Notwithstanding any provision in this section to the contrary, nothing in this section shall prohibit any Director from voting to fill any office of the Board or for voting for or against the removal of any Director.
- (d) A Director shall not be personally liable to the CERNA or to the Owner of the Corporation for monetary damages for breach of fiduciary duty as a Director unless:
 - (1) the Director has breached or failed to perform the duties of the Director's office; and
 - (2) the breach or failure to perform constitutes willful misconduct or recklessness. As used herein the term "willful misconduct" shall mean a knowing and intentional violation of any applicable law, Tribal policies, and the term "recklessness" shall mean a wanton disregard for any applicable law and Tribal policies.

Section 6: Meetings

- (a) A regular meeting of the Board of Directors shall be held no less than monthly.
- (b) Special meetings of the Board may be called upon the request of the President or of any two Directors. Notice of special meetings shall be given by service upon each Director orally at a preceding meeting, or in writing by a mailing to the last known post office address of the Director, or any other means at least as effective and expeditious as mailing, including by email to an email address provided by the Director to the Secretary for such purpose. Attendance at a meeting is a waiver of

any notice requirements.

- (c) At a meeting of the Board, a quorum shall consist of the greater of (i) two voting Directors, or (ii) a majority of voting Directors then in office. The President shall count toward establishment of a quorum. In the event of a quorum not being present, a lesser number may adjourn the meeting from time to time without further notice.
- (d) All meetings of the Board, including those matters conducted in executive session, shall be open to the Tribe's Executive Committee. All regular meetings of the Board, except those matters conducted in executive session, shall be open to all members of the Tribe.
- (e) The Board will report to the Tribe's Executive Committee at least four (4) times per year, or as requested by the Executive Committee.
- (f) The Executive Committee may require the Board to meet and report to General Council members annually.

Section 7: Other Management Duties

- (a) Contracts shall be reviewed and approved by the Board and sent to the Executive Committee for review, approval, and signature.
- (b) Before CERNA employs or terminates the Executive Director, the Board shall provide its recommendation to the Tribe's Executive Committee and obtain the prior approval of the Tribe's Executive Committee. The compensation of the Executive Director shall be fixed from time to time by the Board, subject to approval by the Tribe's Executive Committee.
- (c) Human Resources for the Tribe shall manage the human resources activities of CERNA in coordination with the Executive Director and Board. This includes but is not limited to commendations, corrective action, employee benefits, personnel file management, and other requirements to maintain compliance with applicable labor laws.
- (d) Accounting for the Tribe will prepare and submit to the Executive Committee and the Board for its approvals a budget in accordance with standards adopted by the Executive Committee. Accounting will prepare a minimum of quarterly budget updates to be provided to the Board. The Board will share any budgetary considerations and forecasting with the accounting department to facilitate accurate financials and grant financial status reporting.
- (e) Building and ground maintenance will be provided by the Tribe. The Executive Director will provide accurate timely reporting of maintenance issues on the property to the Executive Committee or their designee.
- (f) Legal services will be provided by the Tribe to the Board as requested by the Board and approved by the Executive Committee.
- (g) Grant Management for the Tribe will support CERNA staff with grant writing, grant management, and grant reporting to maintain compliance with funder requirements. All

final grant reports will be shared with the Executive Director and other appropriate staff/Board members. Salary levels for non-CERNA staff may be redacted or otherwise hidden prior to sharing with CERNA to maintain personnel confidentiality.