



# MONTANA WILDERNESS ASSOCIATION

## BYLAWS OF THE MONTANA WILDERNESS ASSOCIATION

### Article I.

#### MONTANA WILDERNESS ASSOCIATION

**1.1 Purpose.** Montana Wilderness Association (MWA) is a nonprofit corporation with the mission of working with communities to protect Montana's wilderness heritage, quiet beauty, and outdoor traditions, now and for future generations.

**1.2 Creation.** MWA was created by articles of incorporation dated April 10, 1964 and filed with the Montana Secretary of State on May 8, 1964.

**1.3 Dedication to Nondiscrimination.** Any person or entity engaged in the work of MWA shall do so without regard to age, gender, race, ethnicity, religion, marital status, national or geographical origin, physical or mental handicap, veteran's status, political affiliation, sexual orientation, or gender identity.

**1.4 Tax-exempt Status.** MWA is a nonprofit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code, as enacted and amended.

**1.5 Principal Office.** The principal office of MWA is in Helena, Montana, 59601.

### Article II

#### MEMBERSHIP

**2.1 Membership.** Any person interested in advancing the mission of MWA and gives a tax-deductible donation may become a member.

**2.2 Membership Classes.** The MWA Board of Directors (Board) shall establish membership classes by policy.

**2.3 Membership Rights.** Each member shall be entitled to one vote on each matter upon which members have voting rights.

**2.4 Transfer Prohibited.** A member may not transfer a membership or any right arising from their membership.

**2.5 Termination of Membership.** By a two-thirds vote of the Board, the Board may terminate the membership in MWA of any member who acts contrary to the interests of or otherwise acts to harm MWA. Written notice of the proposed termination will be provided to the member at least fifteen days prior to the Board's vote and will include the reasons for the proposed termination. The member will be given the opportunity to respond to the reasons, orally or in writing, at least five days prior to the Board's vote.

## **Article III**

### **MEMBERSHIP MEETING AND ACTION**

**3.1 Annual Meeting.** The Board shall set the time, date, and place for the annual meeting, notice of which shall be announced in writing by mail or email to the correct mailing address or authorized electronic identification as shown in the organization record of members. This notice shall be sent to current members not less than thirty days in advance of the meeting.

**3.2 Membership Action by Written Ballot.** Any action that may be taken at an annual meeting of the members may be taken without a meeting by written ballot sent to every member entitled to vote. A ballot may be delivered by electronic communication if electronic identification has been given to MWA by the member.

**3.3 Membership Action.** The members of MWA will vote to elect Board directors and following Board officers: President-Elect, Treasurer, and Secretary. The officers shall be elected from the current board of directors. In addition, members must vote on amendments that relate to the number of directors, the composition of the board, the term of office of directors, or the method or way in which directors are elected or selected.

**3.4 Quorum for Membership Action.** The quorum necessary for conducting membership action is 10% of the number of members of MWA determined on the record date set by policy. This applies to persons in attendance at an annual meeting just prior to initiating membership action and to the number of written ballots (including electronic ballots) received during any election or vote.

**3.5 Votes Necessary for Membership Action.** If a quorum is present at an annual meeting or the number of written ballots received fulfills the quorum requirement, the affirmative votes of the majority of the required quorum is the act of the MWA membership, unless such action is for amendment of the Bylaws as provided for in Article VIII. A member may not vote by proxy at the annual meeting or by written ballot.

**3.6 Election of Board Directors and Board Officers.** A written ballot shall include the slate of candidates for directors and officers approved by the Board. It will also include lines for write-in candidates for directors. There shall be no write-in candidates for officers.

**3.7 Results of Elections.** Results of the election shall be reported to the membership by the most effective, efficient, and economical means available as determined by the Board.

## **Article IV**

### **BOARD OF DIRECTORS**

**4.1 Number of Directors.** The Board shall be composed of a minimum of ten (10) and a maximum of sixteen (16) directors. There will always be up to two director positions available on the Board for the specific purpose of communicating the statewide interests of the chapters.

**4.2 Qualifications.** Only current members of MWA may serve as directors. Potential qualifications will be reviewed by the Governance Committee, which will in turn nominate director candidates for approval by the Board and subject to a vote of the membership.

**4.3 No Compensation for Directors.** Directors shall receive no compensation for their service as directors. Pursuant to policies adopted by MWA, reasonable expenses incurred by directors (e.g., meeting travel expenses) may be paid by MWA.

**4.4 Terms of Directors.** The term of a director not serving as an officer is three (3) calendar years. A director may run for subsequent terms within the 12-year lifetime limit. (See 4.7 Term Limits).

**4.5 Staggering of Terms.** The terms of directors (excluding officers) shall be staggered to prevent concurrent terms.

**4.6 Board Vacancies.** A vacancy of a director position may be filled by the Board by nomination during an annual election process. Alternatively, a vacancy of a director position may be filled by the Board by appointment and the person appointed must stand for election in the next election by MWA members. Election to a vacant position starts the elected person's 3-year term, regardless of the term of the vacant director position.

**4.7 Term Limits.** The lifetime limit for service as a director is twelve (12) years. The total number of years served, as an officer and not as an officer, are to be included in the calculation of lifetime service.

**4.8 Removal of Director.** Elected directors may be removed pursuant to Montana Code Annotated Section 35-2-421 or relevant amendments thereto.

**4.9 Resignation of Director.** A director may resign at any time by delivering written notice to the President. A resignation is effective when the notice is received, unless the notice specifies a future effective date.

**4.10 Indemnification of Directors.** To the full extent permitted by Montana law, MWA shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that he or she is or was a director of MWA against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding. This right of indemnification includes persons serving at the request of MWA as a director or officer of another corporation. The Board may approve indemnification of any other person that MWA has the power to indemnify under Montana law. The indemnification provided by this section shall not affect any other rights to which a person may be entitled as a matter of law or by contract.

## **Article V OFFICERS OF THE BOARD**

**5.1 Board Officers.** The required Board officers are: President, President-Elect, Treasurer, and Secretary. The Governance Committee will nominate candidates for these officer positions.

**5.2 Terms of Officers.** The President-Elect serves for two (2) calendar years and then serves as President of the Board for two (2) calendar years. The President may then serve as immediate Past-President for one (1) year. The Treasurer and Secretary serve for two (2) calendar years and may be re-elected to the position for two additional 2-year terms.

If a director is elected as an officer within a 3-year term, their term on the Board becomes the term of the officer.

**5.3 Resignation or Removal of Officer.** An officer may resign at any time by delivering written notice to the MWA. A resignation is effective when the notice is received, unless the notice specifies a future effective date. The Board may remove an officer at any time, with or without cause.

**5.4 Officer Midterm Vacancies.** A midterm vacancy of an officer position will be filled by the Board by appointment within 90 days of a vacancy except for the President's position. The President-Elect will immediately assume the responsibilities of a vacancy of the President and the term as President will be set at the next Board meeting. The person appointed to fill a midterm vacancy of an officer position, other than the presidency, must stand for election in the next election by MWA members.

**5.5 Discharge of Officer Duties.** In discharging the duties of an officer, the officer is entitled to rely on information, opinions, reports, or statements prepared or presented by (1) MWA officers or employees who the officer reasonably believes to be reliable and competent in the matters presented; and (2) professional persons the officer reasonably believes are presenting matters within the professional person's competence.

**5.6 Duties of President-Elect.** Assist the President as directed by the President or Board in fulfilling the obligations of the presidency.

**5.7. Duties of President.**

- (a) Act as representative of Board and liaison with Executive Director;
- (b) Preside at all meetings of the MWA membership and the Board;
- (c) Select the chairs of all committees (excluding the Finance and Executive Committees) from MWA directors;
- (d) Act as chair of the Executive Committee;
- (e) Conduct meetings of the Board and the Executive Committee in general conformance with the most recent edition of Robert's Rules of Order, unless a two-thirds majority of directors in attendance at a meeting decide otherwise.

**5.8 Duties of Treasurer.**

- (a) Act as chair of the Finance Committee;
- (b) Monitor, according to legal requirements, the fiscal practices of MWA;
- (c) Fulfill legal financial reporting requirements applicable to MWA;
- (d) Recommend financial, audit, and investment options for Board approval;
- (e) Report to the Board regularly and as requested by any director on the financial status, including presentation of the yearly budget;
- (f) Present for approval to the Board the IRS Form 990, prior to filing the IRS Form 990; and
- (g) Recommend fiscal policies for Board approval

**5.9 Duties of Secretary.**

- (a) Record actions of the Board during meetings by use of minutes;
- (b) Maintain the documents and records of the Board, including but not limited to the bylaws, policies, minutes, and strategic plans;
- (c) Record actions of the Executive Committee during meetings by use of minutes;

(d) Sign as MWA Secretary documents requiring the review and/or approval/certification;

(e) File MWA and Board documents with governmental agencies as required by law; and

(f) Ensure approval of meeting minutes by the Board and the Executive Committee.

**5.10 Assignment of Officer Duties to Staff.** In coordination with the President, the Executive Director may assign specific duties of officers to a MWA employee.

## **Article VI ACTION OF BOARD**

**6.1 Board Action Includes.** The Board has all necessary power to govern MWA, including but not limited to:

(a) The Board shall assume fiduciary responsibility for MWA, including adoption of a budget for the upcoming fiscal year;

(b) Hire, supervise, and evaluate the Executive Director (ED). The ED has the responsibility to hire and supervise necessary staff and to manage the operations of MWA as set forth in the policies established by the Board;

(c) Development of strategic plans;

(d) Maintenance of the following committees: Finance Committee; Governance Committee; and Executive Committee. Committee chairs must select at least two directors to serve on their committee. Committee chairs may select additional committee members from MWA members. A majority of directors must approve committee members. The voting members of the committees are the chairs and all other committee members, excluding staff;

(e) Formation of additional committees (including ad hoc committees) and working groups as are deemed necessary by the Board. Refer to 6.1(d) for committee composition and approval. Such committees can then be dissolved as deemed appropriate by the Board; and

(f) Approval of MWA policies.

**6.2 Board Action Involving Potential Conflict of Interest.** All directors must consider the potential for a conflict between their interests and the interests of MWA. Recognition, reporting, and consideration of any transaction with MWA that may involve a conflict of these interests is the responsibility of the director and the board. Authorization, approval, or ratification of a conflict-of-interest transaction must be done pursuant to Montana Code Annotated Section 35-2-418 (or relevant amendments thereto).

**6.3 Regular Board Meetings.** The Board will meet a minimum of four times during a calendar year. Board meetings will be scheduled and planned with possible participation by use of any means of communication allowing all directors participating to simultaneously hear each other during the meeting. Such participation constitutes attendance at the meeting necessary for board action.

**6.4 Notice of Board Meetings.** Notice of board meetings shall be communicated to directors by the most effective, efficient, and economical means available as determined by the Board.

**6.5 Special Board Meetings.** The President shall call special meetings of the Board as deemed necessary. Notice shall be given in the most efficient and economical fashion possible.

**6.6 Quorum at Board Meeting.** The presence of a majority of the current directors immediately before a meeting constitutes a quorum for initiating Board business.

**6.7 Votes Necessary for Board Action.** If a quorum is present when a vote is taken, the affirmative votes of a majority of the directors present is the act of the Board. Each director has one vote and voting by proxy is not permitted.

**6.8 Executive Committee Composition and Action.**

(a) The Executive Committee of the Board consists of the President, President-Elect, Treasurer, Secretary, Immediate Past President, and the chairs of the Governance and Finance Committees. These are the voting members of the Executive Committee. The President acts as the chair of the Executive Committee.

(b) The Executive Committee actions are on behalf of the Board. Between meetings of the Board, the Executive Committee has the authority to govern MWA. The Executive Committee cannot act to (1) amend the Articles of Incorporation of MWA; (2) amend or repeal these bylaws; (3) elect, appoint, or remove any director of the Board; (4) adopt a plan of merger or consolidation with another corporation; (5) authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of MWA; (6) amend or repeal any policy of the Board; or (7) operate to relieve the Board or any Board director (including officers) of any responsibility imposed by law.

(c) The Executive Committee shall address any vacancy in the position of ED as necessary.

(d) All Executive Committee actions must be presented to the Board for ratification at the next regular or special meeting of the Board.

## **Article VII CHAPTERS**

**7.1 Chapter Establishment.** The Board may establish chapters through Board action, in compliance with the procedure stated in the Chapter Charter. Upon the establishment of a chapter, the MWA Board and the chapter board shall adhere to the Chapter Charter, which specifies the terms under which the chapter must operate.

**7.2 Chapter Dissolution.** The board may dissolve a chapter for violation of the terms and conditions of the Chapter Charter. A chapter may not be dissolved until the chapter has been furnished with a written notice and has been provided the opportunity for an oral hearing before the Board.

**Article VIII**  
**AMENDMENT OF BYLAWS**

**8.1 Amendment.** These Bylaws may be amended by the Board at any regular or special meeting of the Board unless the amendment relates to the number of directors, the composition of the board, the term of office of directors, or the method or way in which directors are elected or selected. See Article III.

**8.2 Votes Required for Bylaw Amendment.** When bylaw revisions are presented to the membership for approval pursuant to this Article, an amendment of the bylaws must be approved by two-thirds of the votes cast or a majority of the voting power, whichever is less.

**CERTIFICATE OF ADOPTION**

The undersigned, being the Secretary of MWA, hereby certifies that the foregoing are the Bylaws adopted by MWA membership as of December 1, 2018.

  
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