

# **MONTANA WILDERNESS ASSOCIATION BYLAWS**

**Organized March 28, 1958  
Proposed Amendments: October 2016  
Last Amended and Adopted on November 18, 2016**

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## **PREAMBLE**

Wildlands in the United States have dwindled due to a rapidly expanding industrial culture. Wildlands have irreplaceable and cherished values including scientific, conservation, spiritual, historic, and recreational. Our culture and economy depend in part upon the enduring resource of wilderness. Wilderness and wildlands must not disappear from the face of the land. As Montana contains a large portion of the remaining wilderness of the United States, the Montana Wilderness Association is hereby formed to ensure wilderness and wildlands for future generations.

## **ARTICLE I. NAME**

This organization shall be known as the Montana Wilderness Association, hereinafter referred to as the "Association." The Association shall be operated as a nonprofit, non-partisan educational organization so as to remain exempt from taxation.

## **ARTICLE II. ORGANIZATION AND ADMINISTRATION**

### **Section 1. THE COUNCIL**

- a. Administration of the affairs and funds of the Association shall be vested in a Council (with a minimum of twelve and a maximum of twenty-one members) consisting of President, President-Elect, Treasurer, immediate past President, and at-large members. In addition, there shall be one voting Chapter Representative for each established Chapter.
- b. Approximately one-third of the at-large Council members shall be elected each year. Applications from the general membership shall be solicited via the newsletter or other notification and shall include a deadline for submitting a written application to the Association office.
- c. The Council Effectiveness Committee or other delegate group shall gather pertinent background information on all applicants and shall nominate a single slate of new Council members for presentation to

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- and approval of the Council.
- d. All current members (Article III, Section 1) of the Association shall be provided a ballot. The ballot shall include the slate of candidates approved by the Council and also slots for write-in candidates. There shall be no write-in candidates for officers. In order to be elected, candidates must have garnered the most votes given the available number of open positions and at least 25% of all votes cast by the membership. Completed ballots must be returned to the Association office within 21 days. Results of the election shall be announced via electronic or other means of communication.
  - e. The Council may fill vacancies due to resignation, death or removal of a Council member or may appoint new Council members to fill previously unfilled Council positions, subject to the maximum number of Council members under the Bylaws. Council members filling vacancies or unfilled Council positions shall stand for election with the next slate of candidates presented to the Membership for election. If elected, it shall be considered the beginning of the member's first term.
  - f. Only current members of the Association are eligible for membership on the Council.
  - g. Each established Chapter shall elect a representative to serve a one-year term on the Council. A Chapter Representative's term may be renewed by annual vote of the Chapter membership. Any vacancy for a Chapter Representative shall be filled by appointment by the officers of the Chapter. The Chapter Representative is a Council member and thus will fulfill all of the duties of a Council member while also serving as liaison between the Council and the Chapter.
  - h. Chapter Presidents shall be considered ex-officio members of the Council. They may participate in discussions, but may not vote, unless they are also the Chapter Representative.
  - i. The term of office for each at-large Council member is three (3) years, with the exception that two (2) at-large Council members a year may be nominated for and elected to a one (1) year term. A Council member elected at-large may be re-elected for one additional consecutive term. Following two terms of Council membership, a Council member must wait at least one year before re-election to the Council.

**Section 2. THE OFFICERS**

- a. Officers shall consist of a President, a President-Elect, a Treasurer, and a Secretary.
- b. To be eligible, a candidate for the offices of President-Elect or Treasurer must be a current member of the existing Council, a former Council member, or a member holding a leadership position in a Chapter. If a current Council member is elected to office, it shall not be treated as a vacancy on the Council. The office of President is filled by the President-Elect at the end of the President's term of

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- office.
- c. The Council Effectiveness Committee or other delegate group shall nominate a single slate of officers for presentation to and approval of the Council.
  - d. The approved slate of officers shall be placed on the ballot and shall stand for election according to the provisions of Article II, Section 1(d) of these Bylaws.
  - e. The term of the President and President-Elect is two years. The term of the Treasurer is one year. The Treasurer may be re-elected two times for a total of three consecutive terms.
  - f. The President remains Immediate Past President and one of the voting Council members for a maximum of one year beyond his or her last year as President unless his or her At-Large Council term has not expired.
  - g. A Secretary may be appointed by the President from the current Council, retaining his or her existing right to vote while fulfilling these duties, or from the membership. In the case of appointment of a non-Council member, no voting rights accompany this appointment. The appointee must be approved by a majority of the Council prior to taking office. Alternatively, an Association employee may be assigned by the Executive Director to perform the duties of this office. Under this alternative, the employee is not a member of the Executive Committee and no voting rights accompany the assignment.
  - h. The term for an appointed Secretary is one year. He or she may be appointed for one or more succeeding terms. In the case of death, incapacity, resignation, or removal of the current Secretary, a new Secretary shall be appointed per Article II, Section 2(g). He or she shall then begin his or her regular term as Secretary at the beginning of the next term.
  - i. The President-Elect shall assume the office of the President upon the death, incapacity, resignation, or removal of the President for the remainder of the term. He or she shall then begin his or her regular term as President at the beginning of the next term.
  - j. The Council shall fill the office of President-Elect or Treasurer upon the death, incapacity, resignation, or removal of the officer, for the remainder of the unexpired term of office. A person filling the Treasurer's position may then stand for election to the office at the next annual election, and if elected, it shall be the officer's first year in that office. The person filling the unexpired President-Elect's term will stand for election to that office at the next annual election and his or her term will correspond with the proper succession to the Presidency.

### **Section 3. DUTIES OF THE COUNCIL**

- a. The Council shall hire, supervise, discipline, and evaluate the Executive Director and delegate to the Executive Director the authority to manage day-to-day operations of the Association as set

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- forth in the policies established by the Council.
- b. The Council shall assume fiduciary responsibility for the Association, including adopting a budget for all Association finances during or before the first Council meeting of each fiscal year. The Council may amend this budget at any meeting.
  - c. The Council shall develop policies to further the objectives of the Association and to implement the will of the membership.
  - d. The Council shall set the time, date, and place for the Annual Meeting, notice of which shall be announced in writing or electronically to the membership not less than thirty days in advance.
  - e. The Council shall meet a minimum of four times a year or more often at the call of the President, or by written request to the President by any four Council members. All Council meetings shall be held at a place and time set by the President. Notice of the meeting shall be provided electronically to the Council at least one week in advance of the meeting. All Council meetings shall be open to members of the Association.
  - f. A quorum shall constitute no less than one-third of the Council members. All actions taken by the Council must be approved by a quorum unless otherwise specified in these Bylaws. All references to the number of Council members required to take a particular action shall refer to voting members of the Council.
  - g. Any action required or permitted to be taken by the Council may be taken without a meeting, if two-thirds of voting members of the Council members consent in writing or electronically to such action. A Council member must sponsor the proposed action. Such consent, and a record of any resulting action, shall be filed with the minutes of the Council.
  - h. The Council shall encourage bequests, donations, and other acquisitions of funds for use consistent with the objectives of the Association.
  - i. The Council shall create standing committees as deemed necessary. The Council must approve the committee chairs appointed by the President. The Council shall discharge any committee that is no longer deemed necessary to the work of the Council.
  - j. Council created Committees make recommendations to the Council to inform Council actions. Committee recommendations must be approved by a majority of the Committee's voting members. All members of a committee (except staff) are voting members of that committee.

#### **Section 4. DUTIES OF THE PRESIDENT**

- a. The President shall preside at all meetings of the Association and the Council and shall conduct all meetings in general conformance with the most recent edition of *Robert's Rules of Order*. The Council may proceed under other rules if approved by a two-thirds majority of Council members in attendance at any given meeting.
- b. The President shall call such special meetings of the Council or

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Association as deemed necessary. Notice shall be given as stated in Article II, Section 3(c).

- c. The President shall create *ad hoc* committees as deemed necessary, and the Council shall determine whether to ratify those committees at the next regular meeting. With the exception of the chairs of the Finance and Executive committees, the President shall appoint the chair of all committees and the chair shall appoint the members of his or her committee. Only Association members may be appointed as committee members and chairs.
- d. The President shall be the chair of the Executive committee.
- e. The President shall perform such other reasonable duties as directed by the Council.

#### **Section 5. DUTIES OF THE PRESIDENT-ELECT**

- a. The President-Elect shall assist the President as directed by the President or Council in fulfilling the obligations of that office.
- b. The President-Elect shall perform such other duties as directed by the Council.

#### **Section 6. DUTIES OF THE TREASURER**

- a. The Treasurer shall chair the Finance committee and shall select members of the Finance committee.
- b. The Treasurer is responsible for overseeing the financial well-being of the Association as directed by the Council and for recommending financial, audit, and investment policies for Council approval.
- c. The Treasurer shall monitor and report to the Council regularly on the financial status of the Association.
- d. The Treasurer shall ensure that all financial policies and legal requirements with respect to financial reporting have been developed and are monitored for compliance.
- e. The Treasurer shall invest all Association funds as directed by the Council.
- f. The Treasurer shall prepare a financial report for each Council meeting which shall be made available to members upon request.
- g. The Treasurer shall submit the form 990 to the Council prior to its filing with the IRS.
- h. The Treasurer shall ensure that the annual budget is prepared and presented to the Council for approval.

#### **Section 7. DUTIES OF THE SECRETARY**

- a. The Secretary is responsible for overseeing documentation of all Council actions and correspondence.
- b. The Secretary shall maintain and manage Council files and records as are pertinent to current and past Council activities.
- c. The Secretary shall take minutes of all Council meetings and publish necessary documents pertaining to Council business.

#### **Section 8. EXECUTIVE COMMITTEE**

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- a. There shall be an Executive Committee consisting of the Council's President, President-Elect, Treasurer, Secretary, Immediate Past President, and chairs of the standing committees, and any other individuals at the discretion of the President.
- b. Between meetings of the Council, the Executive Committee shall have full authority to govern the Association, except it shall not have authority to (1) amend, alter, or repeal the Bylaws; (2) elect, appoint, or remove any member of the Council; (3) amend the Articles of Incorporation; (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 the Association; (6) amend, alter, or repeal any resolution of the Council; or (7) operate to relieve the Council of any individual member thereof of any responsibility imposed by law.
- c. The actions of the Executive Committee shall be submitted to the Council for ratification electronically or at the next meeting of the full Council.
- d. The Executive Committee shall act as the Personnel Committee and the Strategic Planning Committee.
- e. The Executive Committee shall keep regular minutes of its proceedings and file them with the Association's records.
- f. The Executive Committee shall take other actions as directed by the Council.

### **ARTICLE III. MEMBERSHIP AND DUES**

Section 1. Membership in the Montana Wilderness Association shall consist of any persons who pay dues as indicated in Section 3 and who agree with the mission of the Association.

Section 2. By a two-thirds vote of the Council, the Council may terminate the membership in the Association of any member who acts contrary to the interests of or otherwise acts to harm the Association. Written notice of the proposed termination will be provided to the member at least fifteen days prior to the Council'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 Council's vote.

Section 3. The Council shall establish classes of membership and membership dues and may, in its discretion, name honorary members.

Section 4. A member may not transfer a membership or any right arising from his or her membership.

### **ARTICLE IV. CHAPTERS**

Section 1. The Montana Wilderness Association, by Council action, may establish and disestablish Chapters. Upon the establishment of a Chapter, the Association and the Chapter

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shall enter into an agreement as indicated by the Chapter Charter which specifies the terms and conditions under which the Chapter must operate.

Section 2. The Council may disestablish a Chapter for violation of the terms and conditions of the Chapter Charter. A Chapter may not be disestablished until the Chapter has been furnished with a written notice and has been provided the opportunity for an oral hearing before the Council, which may delegate its consideration of the matter to a committee of the Council.

## **ARTICLE V. EMPLOYEES**

Section 1. The Association shall have such employees as the Executive Director determines are in the best interest of the Association.

Section 2. Supervision, job descriptions, hiring, periodic evaluations, promotion, discipline, termination, and other employment practices of the Association are the responsibility of the Executive Director and shall be governed by the Association's employee handbook.

Section 3. The Council has the responsibility to review and approve the employee handbook.

## **ARTICLE VI. REMOVAL OF OFFICERS OR COUNCIL MEMBERS**

An Officer or Council member may be removed from office by a two-thirds majority vote of the Council for gross misconduct, neglect in fulfilling his or her duties, or any other lawful reason or reasons deemed sufficient by those voting in favor of removal. A Council member may be removed by a majority vote of the membership for any lawful reason or reasons deemed sufficient by those voting in favor of removal. Such a vote may only be held at a membership meeting called for the purpose of removing the Council member.

No Officer or Council member shall be removed under this Article until they have been furnished with a written notice stating the reasons therefore, and have been provided the opportunity for an oral hearing before the Council, or, in the case of a special meeting of the membership, an oral hearing before the membership.

## **ARTICLE VII. INDEMNIFICATION**

An individual who is made a party to a proceeding because he or she served or is serving the Association as a Council member, officer, employee, or agent will be indemnified against liability incurred in the proceeding to the extent required by the Montana Nonprofit Corporation Act and may be indemnified to the extent permissible indemnification factors under the Act have been satisfied.

**ARTICLE VIII.  
AMENDMENTS**

Section 1. Amendments to these bylaws may be initiated by the President, the Council, or by a petition signed by five percent of the members in good standing of the Association.

Section 2. Copies of any proposed amendments shall be provided to the Council at its next meeting. The Council shall vote to endorse or not endorse each amendment. Within 3 months of the Council vote, written copies of the proposed amendments, including a statement of whether they are endorsed by the Council, shall be provided to members and treated according to the provisions of Article II, Section 1(d) of these Bylaws. For a proposed amendment to be effective, it must be approved by a two-thirds vote of those members voting.