MONTANA WILDERNESS ASSOCIATION BYLAWS

Organized March 28, 1958
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PREAMBLE

Wilderness and wildlands in the United States have dwindled to less than two percent of our national area because of 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 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 a wilderness for future generations.

ARTICLE I.
NAME AND OBJECTIVES

Section 1. 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.

Section 2. The term “wilderness” as used herein is a resource not tamed, domesticated or modified by humans, but a resource where natural processes are freely operating—growing, producing and changing.

Section 3. The objectives of the Montana Wilderness Association are to protect our wildlands by:

a. Enlisting public support in a Montana program for classification and preservation of an enduring system of wilderness areas to serve the educational, recreational, scenic, scientific, conservational, spiritual, and historical needs of the people, now and in the future;

b. Encouraging a land ethic that calls for areas where forms of life other than humans can work out their destinies with a minimum of human interference;

c. Furthering the knowledge that wilderness is a valuable natural resource; gathering and disseminating information on inherent values, use, and enjoyment of wilderness;

d. Promoting the protection of wildlands and the integrity of their ecosystems; discouraging land uses and activities that threaten or disrupt the general environment associated with such areas;

e. Educating our members, management personnel and general public about the value, meaning and proper uses of wilderness;

f. Advocating for preservation of the wild attributes of public and private lands.
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 sixteen 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 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 mailing 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 and approval of the Council.

d. All members in good standing shall be sent 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 or slots for officers. In order to be elected, candidates (write-in or otherwise) must have garnered the most votes and at least 25% of all votes cast. Completed ballots must be returned to the Association office with a postmark within 21 days of the mailing. Results of the election shall be announced at the Annual Meeting of the membership, in a membership mailing or via the Association website.

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 member’s first three-year term.

f. Only members in good standing 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. Chapter representatives’ terms may be renewed by annual vote of the Chapter Board for up to two additional one-year terms. Any vacancy for a Chapter representative shall be filled by appointment by the officers of 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 years. A Council member elected at-large may be re-elected for one additional consecutive three-year 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, and a Treasurer elected by the membership of the Association.

b. The President, President-Elect, and Treasurer shall be elected from the existing Council, from past Council members, or from a leadership position of a Chapter. If a Council member is elected to office, that shall not be treated as a vacancy on the Council. The office of President is filled by the former President-Elect.

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, which shall be treated according to the provisions of Article II, Section 1d of these Bylaws.

e. The term of the President and President-Elect is two years. The term of the Treasurer is one year, although he or she 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 in office unless his or her 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. Alternatively, an Association member may be appointed by the President, or an Association employee may be assigned by the Executive Director, to this office. Under this second alternative, no voting rights accompany the appointment. In both cases, the appointees must be approved by a majority of the Council prior to taking office.

h. The term for the Secretary is one year. He or she may be appointed for one or more succeeding terms.

i. The President-Elect shall assume the office of the Presidency 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, Secretary or Treasurer upon the death, incapacity, resignation, or removal of the officer, for the remainder of the unexpired term of office. He or she 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 office.

Section 3. **DUTIES OF THE COUNCIL**

a. The Council shall develop policies and programs to further the objectives of the Association and to implement the will of the membership.

b. The Council shall set the time, date, and place for the Annual Meeting, notice of which shall be sent in writing to the membership not less than thirty days in advance.

c. 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 sent electronically at least one week in advance of the meeting, or two weeks in advance if by regular mail. All Council meetings shall be
open to members of the Association.

d. All references to the number of Council members required to take a particular action shall refer to voting members of the Council. Not less than one-third of the Council members shall constitute a quorum. All actions taken by the Council must be approved by a quorum unless otherwise specified in these Bylaws.

e. Any action required or permitted to be taken by the Council may be taken without a meeting, if two-thirds of the members of the Council consent in writing 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.

f. The Council shall encourage bequests, donations, and other acquisitions of funds for use consistent with the objectives of the Association. While retaining the ultimate responsibility for raising funds, the Council may delegate any duties related to fundraising to an officer or an employee of the Association.

g. The Council has authority to define employee positions, hire or fire any employee and create and implement a personnel policy.

h. The Council shall adopt a budget for all Association finances during or before the first Council meeting of each fiscal year. Council may amend this budget at any meeting.

i. Authority to spend budgeted funds shall rest in the Council. This authority may be delegated to an officer or an employee of the Association.

j. The Council shall create standing or advisory committees as deemed necessary, and shall decide whether to ratify ad hoc committees created by the President. The Council shall discharge any committee that is no longer deemed necessary to the work of the Council.

k. Committee actions must be approved by a majority of the Committee’s voting members.

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 under 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 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. 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 perform such other reasonable duties as directed by the Council.

Section 5. DUTIES OF THE PRESIDENT-ELECT

a. The President-Elect shall assume those duties of the President that the President is unable to fulfill. The President-Elect shall assume the office of the Presidency upon the death, incapacity, resignation, or removal of the President, for the
remainder of the unexpired term of office.

b. The President-Elect shall sit as a voting member of the Council at all Council meetings.
c. The President-Elect shall assist the President as directed by the President or Council in fulfilling the obligations of that office.
d. The President-Elect shall perform such other duties as directed by the Council.
e. The President-Elect shall become the President upon completion of the President’s term of office.

Section 6. DUTIES OF THE TREASURER

a. The Treasurer is responsible for overseeing the financial well-being of the Association and for managing the funds of the Association as directed by the President and Council.
b. The Treasurer shall monitor and report to the Council regularly on the financial status of the Association.
c. The Treasurer shall ensure that all financial policies and legal requirements with respect to financial reporting have been developed and are being followed.
d. The Treasurer shall bank and invest all Association funds as directed by the President and Council.
e. The Treasurer shall prepare an annual financial report for the Council (which shall be made available to members upon request) and shall provide such other fiscal reports as directed by the President and Council.
f. The Treasurer shall assure the annual budget is prepared and presented to the Council for approval.
g. The Council may delegate any duties of the Treasurer to an employee of the Association.

Section 7. DUTIES OF THE SECRETARY

a. The Secretary is responsible for overseeing documentation of all Council and Association actions and correspondence.
b. The Secretary shall maintain and manage an information center for the Association, keeping such files and records as are pertinent to current Association activities.
c. The Secretary shall send out meeting notices, take minutes at all Council and Association meetings, keep an up-to-date file of Association membership, and publish notices and bulletins as directed by the President.
d. The Council may delegate any duties of the Secretary to an employee of the Association.

Section 8. EXECUTIVE COMMITTEE

a. There shall be an Executive Committee consisting of the Council’s President, President-Elect, Treasurer, 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 in the management of 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 by mail or e-mail, 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 agree with the objectives of the Association as set forth in Article I; however, the Council may reject any application for good cause.

Section 2. By a two-thirds vote of the Council, the Council may expel from membership in the Association any member who acts in opposition with the objectives of or otherwise acts to harm the Association; but no member shall be expelled until he or she has been furnished with a written complaint and has been given the opportunity of answering or resigning.

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

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 shall enter into a written charter specifying the terms and conditions under which the Chapter must operate.

Section 2. For violation of the terms and conditions of its charter, the Council may withdraw a Chapter’s charter. A charter shall not be withdrawn until the Chapter has been furnished with a written complaint 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 Council determines are in the best interest of the Association. The Council has authority to hire or fire any employee.
Section 2. Supervision, job descriptions, hiring, periodic evaluations, promotion, discipline, termination, and other employment practices of the Association shall be governed by a personnel policy. This policy shall be adopted by a majority vote of the Council.

Section 3. The Council has the authority to implement the personnel policy that provides, at a minimum, for a job description and for periodic evaluations of each employee. This authority, and the authority to hire or fire any staff, may be delegated by the Council to an officer, an employee, or an outside professional, provided that a mechanism is in place for appeal of any decisions by that officer, employee or outside professional back to the full Council, which may delegate its consideration of the matter to a committee of the Council.

ARTICLE VI.
REMOVAL OF OFFICERS OR COUNCIL MEMBERS

Section 1. An Officer or Council member may be removed from office by a two-thirds majority vote of Council at any Council meeting for violation of these Bylaws or a published policy of the Council or for gross misconduct in fulfilling his or her duties. No Officer or Council member shall be removed until they have been furnished with a written notice stating the reasons therefor, and have 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 VII.
AMENDMENTS

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

Section 2. A proposed amendment must be filed with the Association office no later than October 1st (or if initiated by petition of the members, no later than September 1st). Copies of any proposed amendments submitted by petition of the members shall be provided to the Council at its next meeting. Written copies of the proposed amendments and ballots shall be mailed out and treated according to the provisions of Article II, Section 1d of these Bylaws. For a proposed amendment to be effective, it shall be approved by a two-thirds vote of those members voting.