

MONTANA WEED CONTROL ASSOCIATION BYLAWS
Amended January 2017

I. NAME

Section 1.01 Name

The name of association shall be the Montana Weed Control Association.

II. MISSION AND PURPOSES

Section 2.01 Mission

The mission of the Montana Weed Control Association is working together to strengthen and support noxious weed management efforts in Montana.

Section 2.02 Charitable Practices

- a) The Montana Weed Control Association is organized to operate exclusively for charitable and educational practices. It shall be a nonprofit organization incorporated under the laws of the State of Montana.
- b) Montana Weed Control Association shall have all power and engage in such other activities as are necessary or convenient in connection with promoting or carrying out the charitable purposes and mission of the Montana Weed Control Association and the fulfillment of its goals, including, without limitation, the following powers, all of which shall be exercised either alone or in conjunction or cooperation with others: to make application for, raise and apply grants, contributions and other donations of money, real property and other property for its purposes; to accept donations of money, real property or other property for its purposes; to engage in any and all lawful activities which may be necessary, useful, suitable, or desirable for the furtherance of any or all the purposes for which the Montana Weed Control Association is organized and to aid or assist other organizations, the activities of which are such as to further any of such purposes.
- c) No substantial part of the activities of the Montana Weed Control Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Montana Weed Control Association 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.
- d) No part of the net earnings of this Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that this Association shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these bylaws.
- e) Notwithstanding any other provisions of these bylaws, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

III.

MEMBERSHIP

Section 3.01 Eligibility for Membership

Anyone who supports the mission statement in Section 2.01 is eligible to become a member. Membership is granted after receipt of a membership application and annual dues.

Section 3.02 Membership Classes

- a) Voting members shall be all members who are current on their dues and accounts and have not otherwise had their membership suspended or revoked and lifetime members so designated by the board of directors. Each voting member shall be entitled to one (1) vote on each matter upon which members have voting rights.
- b) Non-Voting Members shall include all other classes as defined by the policy.

Section 3.03 Dues

The Board of directors shall determine annual membership dues. All memberships expire on the last day of the month, one year from the month they were paid.

Section 3.04 Suspension of Membership

- a) Membership shall be suspended from the Association for nonpayment of membership dues or money owed on accounts delinquent more than 90 days.
- b) All members suspended for nonpayment of fees and dues will be reinstated to full membership upon payment of current annual dues and/or bringing delinquent accounts current.
- c) Suspension of membership shall not relieve a member of unpaid dues or charges previously accrued.

Section 3.05 Revocation of Membership

- a) Any member may be expelled from membership, without the assignment of any cause, upon an affirmative vote of two-thirds (2/3) of all members of the Board of directors at a meeting of the Board, provided that written notice of the intention to expel and reasons therefore have been provided to the member. No member shall be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.
- b) Notwithstanding the above, the Board may establish a procedure for terminating the membership, without the opportunity to be heard, if any member fails to pay current dues and/or have delinquent accounts.
- c) Revocation of membership shall not relieve a member of unpaid dues or charges previously accrued.

IV.

ELECTIONS and BALLOT VOTES

Section 4.01 Elections and Ballot Votes

- a) Voting members in good standing on November 15 will be eligible to vote in an election of the board of directors, public policy statements and legislative resolutions, and proposed bylaw changes.
- b) Proxy voting shall not be allowed.
- c) Election of the Board of Directors, passage of public policy statements and legislative resolutions and/or bylaw changes shall take place by electronic or mailed ballot to all voting members in good standing. The MWCA staff shall email or mail ballots to all members in good standing no later than December 1. All returned ballots must be postmarked by December 21 to be counted in the election results. Election

shall be by simple majority of those voting. Should a simple majority not be received by any candidate for an office, that office shall be elected by a runoff vote between the two candidates receiving the greatest number of votes.

- d) The MWCA staff shall receive and hold ballots. The MWCA staff shall also certify that the ballots cast were by members in good standing. Ballots will be counted by MWCA staff and one other MWCA member and present the results to the sitting Executive Committee for announcement to the membership.

V. MEETINGS OF THE ASSOCIATION

Section 5.01 Meetings

- a) The Board of directors shall set the dates for the board of directors' meetings and the annual meeting.
- b) Special meetings of the members of the Association may be called by President or upon petition in writing requesting the same by one-fourth of the members, or upon order of the Board of Directors, and five (5) business days' notice of the time and place of said meeting shall be given to each member by the Executive Director.
- c) The Executive Director will give all members in good standing five (5) business days' notice of the time and place of all meetings scheduled by the Board of Directors.
- d) Meetings of the Association other than the annual conference may be held via webinar or teleconferencing and will constitute a regular meeting when scheduled by the board of directors.

Section 5.02 Meeting Quorum

The members present at any properly announced meeting shall constitute a quorum.

Section 5.03 Voting

All issues to be voted on shall be decided by a simple majority, except in cases requiring a two-thirds majority as directed by these bylaws or parliamentary procedure, of those present voting. There shall be no proxy voting.

VI. BOARD OF DIRECTORS

Section 6.01 Powers

The board of directors, elected as provided by the bylaws, shall govern the Association. The board of directors shall supervise the business, programs, and policies approved by the membership of the Association. The board of directors shall act only in the name of the Association when it shall be regularly convened by the President after due notice to all directors and officers of such meeting.

Section 6.02 Terms for Directors

- a) Directors are to be elected for two-year terms or as defined by the Association policies.
- b) Elected directors shall take office at the close of the business meeting held on the last day of the annual conference.
- c) Term Limits: Upon completion of three two-year terms, board members can no longer serve the same position. They may sit out for one year or run for a different position on the board. The Treasurer will have no term limits.

Section 6.03 Vacancies

In case of vacancies occurring at any time in the board of directors, the same may be filled by a member of the Association for the unexpired term. Nominations are submitted to the board of directors, and the vacancy is filled by the vote of a majority of the directors present at any regular or special

meeting of the board of directors. The successor chosen shall serve until the next annual meeting of the board at which time the members shall elect a director to fill the unexpired term.

Section 6.04 Removal

A director may be removed by a two-thirds (2/3) vote of the board of directors with cause. "Cause" shall include but is not limited to intentional violations of these by-laws, actions flagrantly against the interest of the Montana Weed Control Association or for consistent failure to attend committee meetings or unexcused absences from two (2) consecutive regular meetings of the board of directors in any calendar year. Resignations must be submitted in writing and will take effect upon the date designated within said document.

Section 6.05 Quorum

- a) Fifty percent (50%) of the voting members of the Board of Directors shall constitute a quorum at all board meetings. Each board member shall have one vote.
- b) No proxy voting will be allowed.

Section 6.06 Board Meetings

- a) The Board of Directors shall have a minimum of three (3) meetings each calendar year. The Executive Director shall notify each director of the time and place of each meeting by a minimum of five (5) business days prior to each meeting.
- b) Special meetings of the Board of Directors may be called by the President or Vice President, upon five (5) days' notice to each director.
- c) Board Compensation
Directors of the Association shall not, as such, be entitled to any compensation.

Section 6.07 Board Compensation

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Section 6.06 Board Composition

The Montana Weed Control Association shall strive to attain representation in the composition of the board of directors that reflects the diversity of Montana's geographic and cultural communities, and the diversity of Montana's weed sector. The board of directors has established guidelines to assist the nominating committee to attain this diversity. In order to be considered for membership on the Board of directors, the individual must be a minimum of 18 years of age and a member in good standing of the Montana Weed Control Association. The composition of voting members of the board shall be:

- a) 1 Industry Representative
- b) 1 Conservation Representative
- c) 1 Agricultural Representative

- d) 3 Directors-at-Large
- e) 7 Area Representatives (one must come from each of the MWCA Area Councils: Western, Southwestern, Triangle, Central, South Central, Northeastern, and Southeastern)
- f) 1 Coordinator Support Representative
- g) Officers include: president, vice-president, treasurer and past-president

Section 6.07 Advisory Representatives

The board of directors may invite representatives of any local, state, or federal agencies, or other related organizations that may be beneficial to participate in board activities as advisors for their agencies/organizations and mandate that they be members of MWCA.

Section 6.08 Conflicts of Interest

- a) Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:
 - b) The interest of such officer or director is fully disclosed to the board of directors.
 - c) A conflicted officer or director should not vote or lobby on the matter.
 - d) Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization.
 - e) Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
 - f) The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

VII. OFFICIERS

Section 7.01 Officers

The officers of the Association shall be president, vice president, and treasurer, and past president, all of whom shall be chosen by membership and shall perform the duties pertaining to these offices as set forth in the bylaws.

Section 7.02 Terms for Officers

Officers shall be elected by ballot to serve a term of office or until their successors are elected.
Terms of office:

- a) The President serves a one-year term.
- b) The Vice-President serves for a one-year term. The Vice President shall move into the office of the President the following year.
- c) The Past-President serves a one-year term.
- d) The Treasurer shall serve a two-year term.

Elected officers shall take office at the close of the annual meeting at which they were elected or announced.

Section 7.03 Removal and Resignation of Officers

An officer may be removed by a two-thirds (2/3) vote of the board of directors with cause. "Cause" shall include but not be limited to intentional violations of these by-laws, actions flagrantly against the interest of the Montana Weed Control Association or for consistent failure to attend committee meetings or unexcused absences from two (2) regular meetings of the board of directors in any calendar year. Resignations must be submitted in writing and will take effect upon the date designated within said document.

Section 7.04 Vacancies of Officers

In case of vacancies occurring at any time in the officers, the same may be filled by a member of the Association for the unexpired term by the vote of a majority of the directors present at any regular or special meeting of the Board of directors. The successor chosen shall serve until the next annual meeting of the Association at which time the membership shall elect an officer to fill the unexpired term.

Section 7.05 President Duties

The president shall be the chief executive officer of the Association and shall have general direction and control of the affairs of the Association. They shall preside at the meetings of the Association, the board of directors, and the executive committee. They shall perform such other duties as are usual to the office. The president sits as ex-officio on all committees and work groups in which they participate.

Section 7.06 Vice-president Duties

In the absence or disability of the president, the vice president shall perform all the duties of the president; when so acting shall have all the powers of, and be subject to all the restrictions upon the president. The vice president shall have such other powers and perform such other duties prescribed for them respectively by the board of directors or the president. The vice president shall normally accede to the office of president upon the completion of the president's term of office.

The Vice-President shall serve as the Chair of the Annual Conference Committee.

Section 7.07 Treasurer Duties

The treasurer shall ensure all the records of the Association are accurate and current. The treasurer shall be the principal accounting and financial officer of the Montana Weed Control Association. The treasurer may delegate certain acts or receive assistance from another individual in performing the duties of the treasurer, so long as the treasurer retain oversight and review of the financial records and/or documents.

- a) The treasurer shall serve as Chair of the Budget and Finance Committee.
- b) A full and complete annual financial report shall be made.

VIII.

COMMITTEES

Section 8.01 Purpose

- a) To facilitate the activities of the Association, committees shall be created to implement the programs and purposes of the Association. Work groups shall be created upon discretion of the board to fulfill a particular project or purpose, and addition or dissolution of those work groups shall not be necessary in the bylaws. The president, with approval of the board of directors, shall create additional committees or work groups. Each board member, except for

the president, shall serve on a committee. The President shall serve in an ex-officio capacity on all committees and workgroup they attend.

- b) All standing committees of this Association are listed as follows: executive committee, finance committee, governance committee, coordinator support committee, education committee, public policy committee and the integrated weed management committee.

Section 8.02 Descriptions

a) Executive Committee

- (i) Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.
- (ii) The chair of the executive committee is the president.
- (iii) The executive committee shall consist of the officers of MWCA.

b) Finance Committee

- (i) The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall end June 30th. Quarterly reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the Council are public information and shall be made available to the membership, Board members and the public.
- (ii) Chair of the committee shall be the treasurer.

c) Governance Committee

- (i) Governance Committee helps the Board carry out its due diligence function related to healthy development and operation of the board, its committees and task forces, and performance of the individual board member.
- (ii) Chair of the committee shall be the past president.

d) Public Policy Committee

- (i) Committee will help MWCA create a system of public policy statements and legislative resolutions.
- (ii) Chair of the committee will be the past president.

Section 8.03 Appointments

Committee chairs shall appoint committee members. The president may establish, with the consent of the board of directors, special committees as required for the efficient and/or effective operation of the Montana Weed Control Association. Committee members may include members of the board of directors and/or member representatives from the members at large. Term of appointment for special committee appointments shall be established at the time of appointment. Should a vacancy in a Committee Chair arise, the President shall appoint a replacement to fill the

term established.

Section 9.01 Rules of Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

IX. MISCELLANEOUS

Section 10.01 Fiscal Year

The fiscal year shall close at midnight of the 30th day of June each year.

Section 10.02 Indemnification of Directors and Officers

Any officer, director, or employee of this Association now and hereafter serving as such, shall be indemnified by the Montana Weed Control Association against claims, liabilities, expenses and costs necessarily incurred by him in connection with the defense, compromise or settlement of any action, suit or proceeding, civil or criminal, in which he is a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Association.

Section 10.03 Contracts

The board of directors may authorize any officer or officers, the Executive Director of the Montana Weed Control Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Montana Weed Control Association and such authority may be general or confined to specific instances.

Section 10.04 Loans

No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

X. AMENDMENTS

Section 11.01 Amending the Bylaws

These bylaws may be amended by a 2/3 vote of the board of directors at any regular meeting of the Board of directors, provided, however, that the proposed amendment has been submitted in writing to every member of the board of directors prior to the meeting at which action is proposed. Such actions shall be subject to the approval of the membership during the next scheduled election and shall become effective immediately following the board of directors meeting in January, where the results are announced.

XI. DISSOLUTION

Section 12.01 Dissolution

Upon the termination, dissolution or final liquidation of the Association in any manner and for any reason, the board of directors shall first pay or provide for the payment of all liabilities of the Association; all remaining assets shall be distributed for one or more exempt purposes within the

meaning of Section 501(c)(3) of the Code (or the corresponding section of any future federal tax code), or shall be distributed to the federal government, or to state or local government, for a public purpose.

History:

Articles of Association and Bylaws of the Montana Weed Control Association Adopted November 10, 1959, Revised November 15, 1973, Revised November 9, 1977, Revised November 16, 1978 (Incorporation), Revised November 8, 1979 (Constitution and Bylaws), Revised January 25, 1983 (Reorganization), Revised January 24, 1984, Revised January 22, 1985, Revised January 22, 1986, Revised January 14, 1987, Revised January 14, 1988, Revised January 16, 1991, Revised January 15, 1992, Revised November 17, 1993, Revised January 14, 1998, Revised January 17, 2002 (Bylaws), Revised January 26, 2005 (Bylaws), Revised January 12, 2007 (Bylaws), Revised January 14, 2009 (Bylaws), Revised January 14, 2012 (Bylaws), Revised January 14, 2013 (Bylaws), Revised January 1, 2015 (Bylaws), Amended January 9, 2017 (Bylaws).